



**MARVEL
COMICS
GROUP**

12¢
IND.

45
FEB

the **AMAZING SPIDER-MAN**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

**ONE OF THE
WILDEST
OF ALL
SPIDEY'S
BATTLES!**



"SPIDEY SMASHES OUT!"

THE AMAZING SPIDER-MAN!

"SPIDEY SMASHES OUT!"



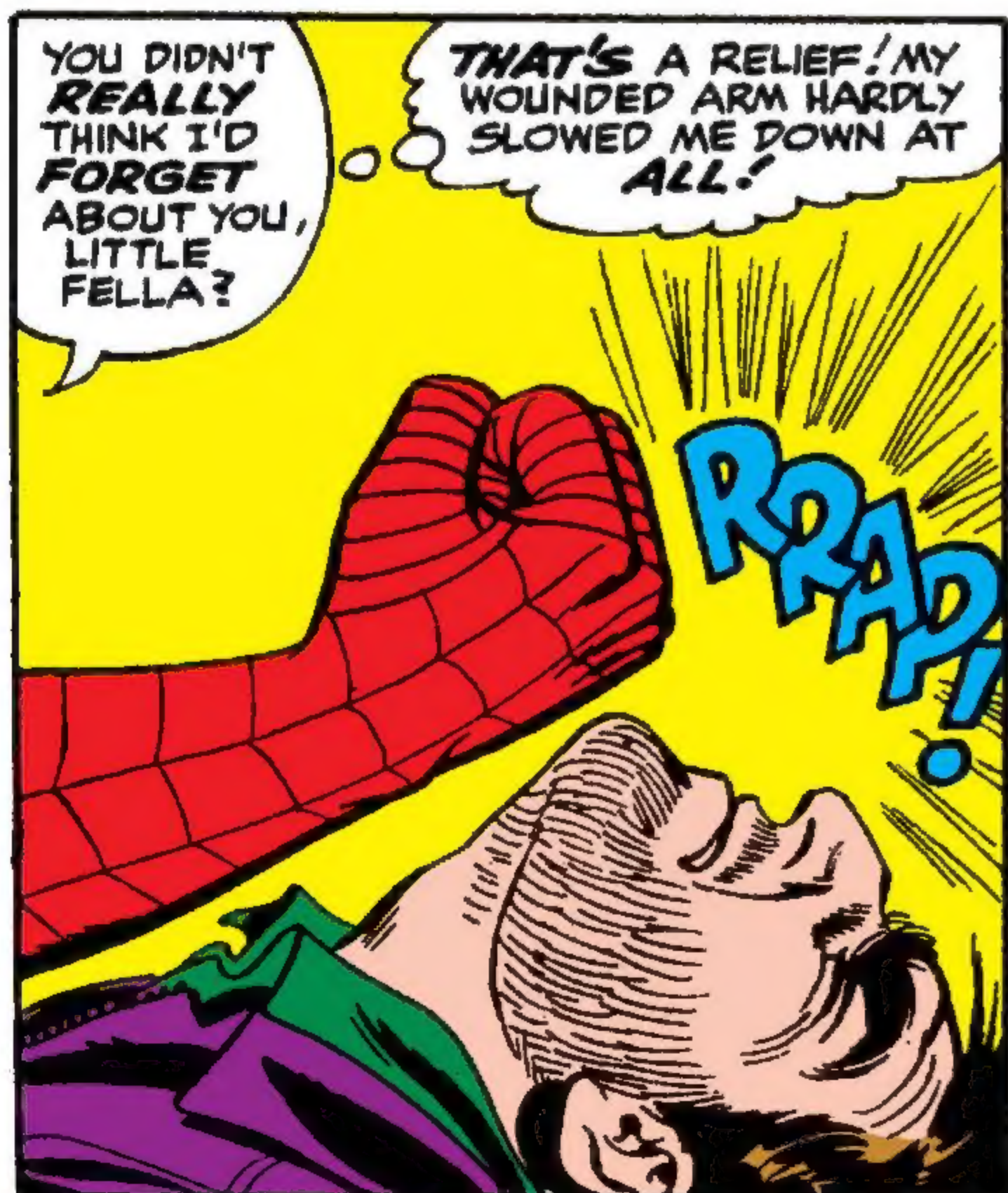
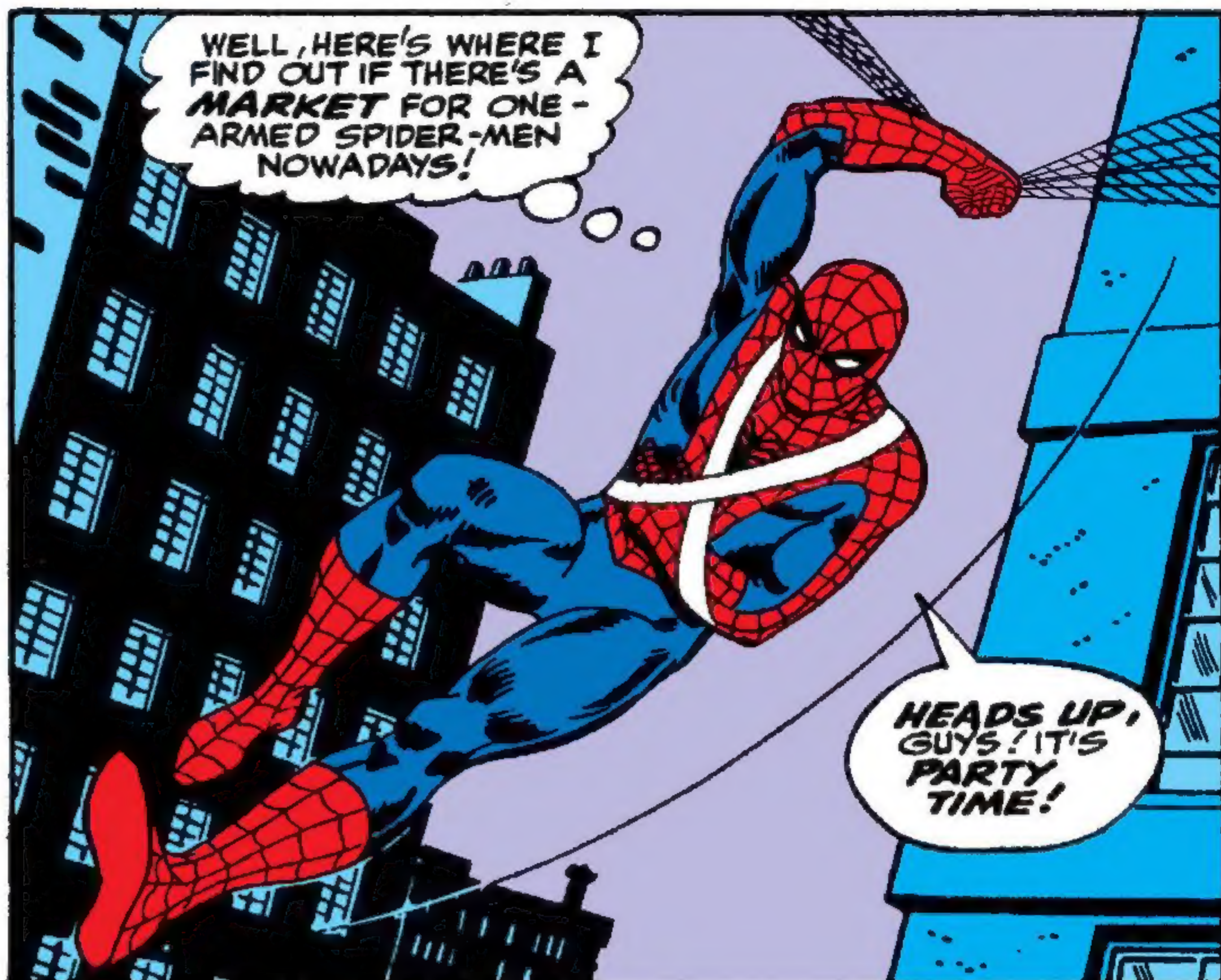
LAST TIME WE FOUGHT, I WASN'T ABLE TO STOP THE LIZARD WITH **BOTH** ARMS...SO NOW MY TASK WILL BE **TWICE** AS DANGEROUS! BUT... I'VE GOT TO **TRY!**

LAST ISH, WE SAW OUR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** INJURE HIS ARM WHILE BATTLING THE DEADLY **LIZARD!** BUT, WITH HIS **SUPER-POWERED** FOE STILL AT LARGE, HOPING TO POPULATE THE ENTIRE **WORLD** WITH AN ARMY OF GIANT LIZARDS, **SPIDEY** KNOWS HE DARE NOT REMAIN HOME NURSING HIS WOUND... NO MATTER **WHAT!**

THAT **NOISE...** FROM AROUND THE CORNER! SOUNDS LIKE **TROUBLE!**

SKREEE!

STAN (^{THE}MAN) LEE... ^AJOHN (^{RING-A-DING}) ROMITA
ADVENTURE IN AGONIZING ACTION
LETTERING - SAM ROSEN... ^{WEB -}UNTANGLING - IRV FORBUSH



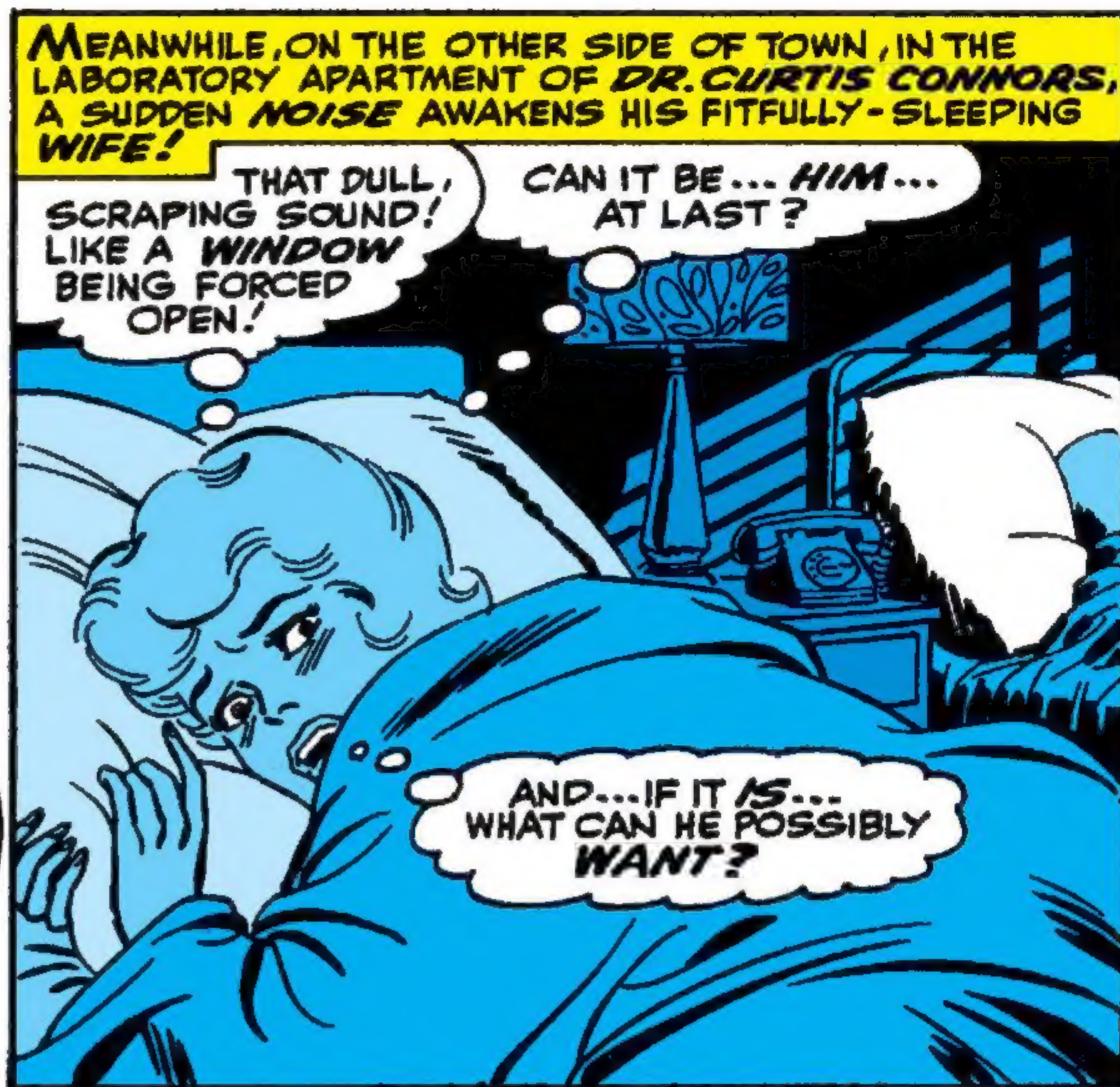


BETTER START SEARCHING FOR THE **LIZARD** AGAIN!

AND, WITH ONE ARM OUT OF ACTION, IT'S EASIER TO USE A **WEB BRIDGE** THAN TO **SWING** AROUND TOWN!

NOW I KNOW HOW **DAREDEVIL** FEELS WHEN HE SKIPS ALONG THOSE **TELEPHONE WIRES!**

GLAD I REMEMBERED TO PICK UP MY **CAMERA** FROM WHERE I LEFT IT WHEN I **LAST** FOUGHT THE **LIZARD!**



MEANWHILE, ON THE OTHER SIDE OF TOWN, IN THE LABORATORY APARTMENT OF **DR. CURTIS CONNORS**, A SUDDEN **NOISE** AWAKENS HIS FITFULLY-SLEEPING **WIFE!**

THAT DULL, SCRAPING SOUND! LIKE A **WINDOW** BEING FORCED OPEN!

CAN IT BE... **HIM**... AT LAST?

AND...IF IT **IS**... WHAT CAN HE POSSIBLY **WANT?**



THIS IS THE **LABORATORY**... WHERE **CONNORS** KEEPS ALL HIS **SERUMS** AND **CHEMICALS!***

I'LL FIND WHAT I **NEED**... IN **HERE!**

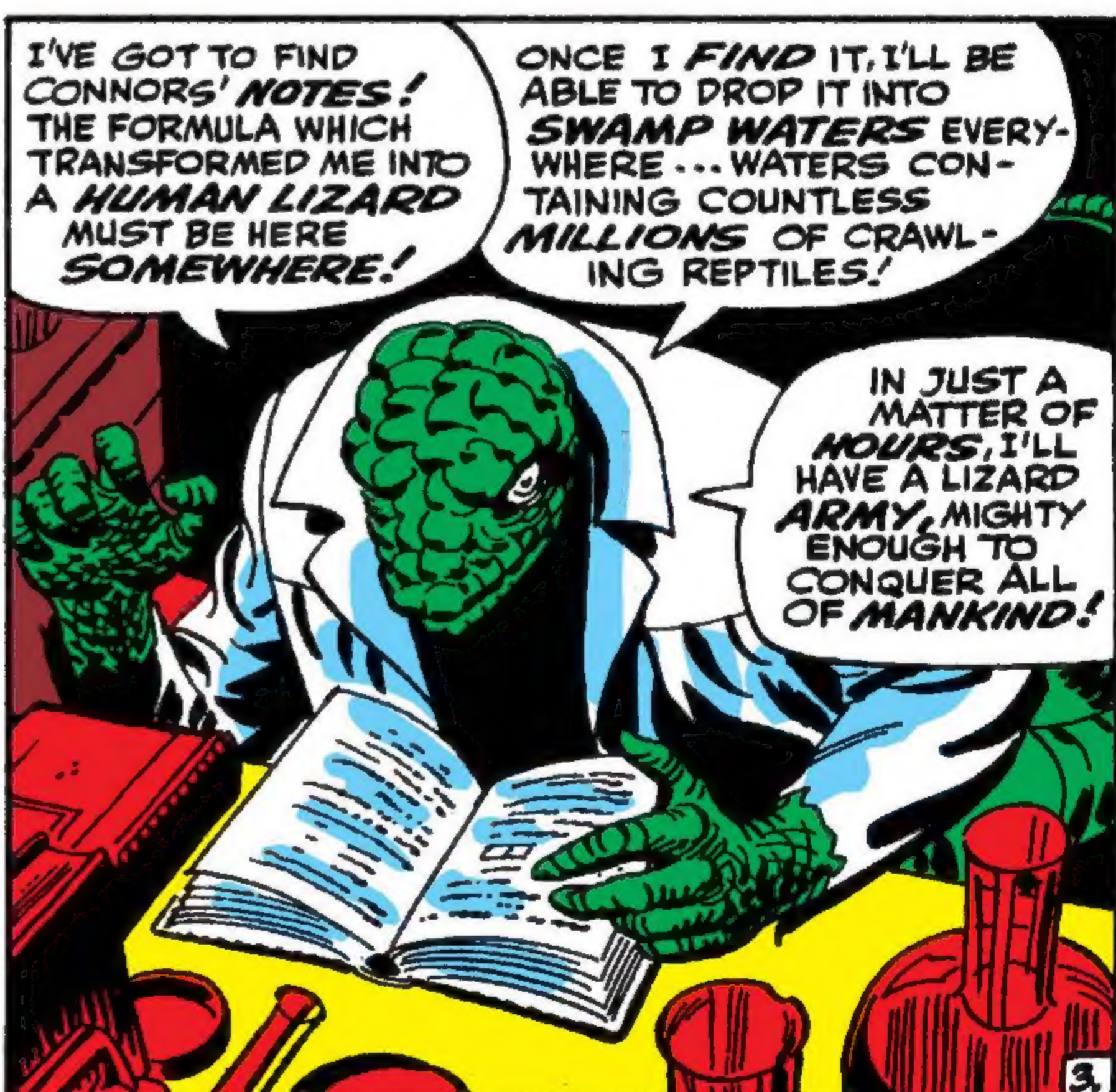
* WE TOLD YOU LAST ISH THAT THE **LIZARD** IS UNAWARE THAT HE ACTUALLY **IS** **DR. CURT CONNORS**... REMEMBER? ... **STAN.**



MY WORST FEARS... HAVE COME **TRUE!** HE **IS** THE **LIZARD**... ONCE AGAIN!

I KNOW HE WOULDN'T HARM **BILLY**... OR ME... BUT, WHAT IS HE **LOOKING** FOR?

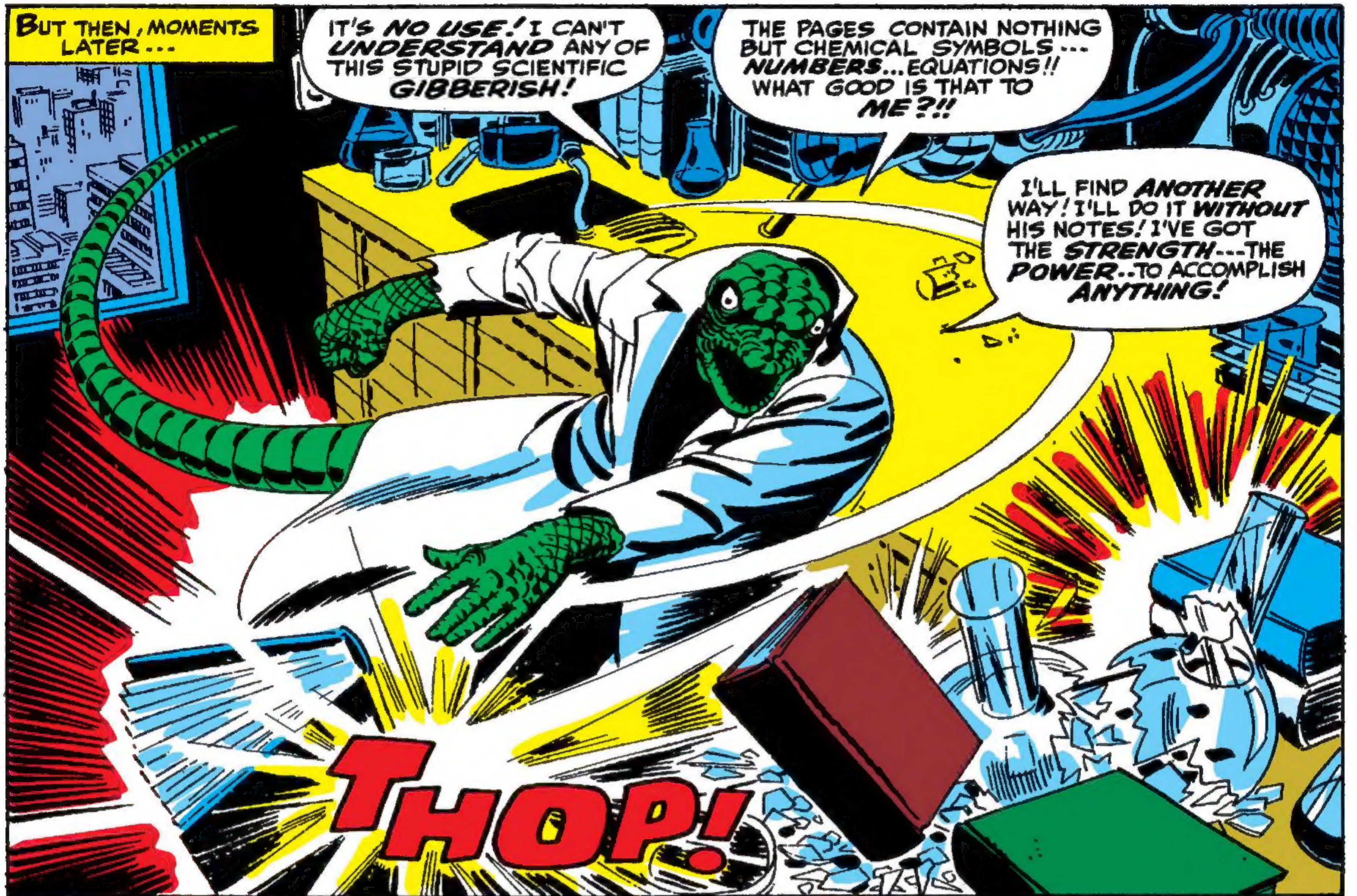
I PRAY HE ISN'T AFTER THAT SAME, DEADLY **LIZARD FORMULA** AGAIN!!



I'VE GOT TO FIND **CONNORS' NOTES!** THE FORMULA WHICH TRANSFORMED ME INTO A **HUMAN LIZARD** MUST BE HERE **SOMEWHERE!**

ONCE I **FIND** IT, I'LL BE ABLE TO DROP IT INTO **SWAMP WATERS** EVERYWHERE... WATERS CONTAINING COUNTLESS **MILLIONS** OF CRAWLING REPTILES!

IN JUST A MATTER OF **HOURS**, I'LL HAVE A **LIZARD ARMY**, MIGHTY ENOUGH TO CONQUER ALL OF **MANKIND!**



THE NEXT MORNING, AT THE OFFICE OF THE DAILY BUGLE, WE FIND...

THINGS ARE PRETTY **SLOW** RIGHT NOW...SO THIS IS MY CHANCE TO ASSUME THE IDENTITY OF **PATCH**, THE UNDERWORLD INFORMER, AND KEEP MY EYE ON **PETER PARKER**!

I'VE GOT TO LEARN HOW HE MANAGES TO GET SO MANY EXCLUSIVE PHOTOS OF **SPIDER-MAN**!

FOSWELL!

WHERE IN BLUE BLAZES DO YOU THINK YOU'RE GOING?

I'M NOT RUNNIN' A BLASTED TRAVEL AGENCY AROUND HERE!

I JUST THOUGHT I'D MOSEY AROUND TOWN, MR. JAMESON, AND SEE IF I COULD PICK UP SOME **LEADS** ON A NEW STORY!

FORGET IT, MISTER! THE **LIZARD** WAS SIGHTED LAST NIGHT! SEE WHAT YOU CAN DIG UP ABOUT HIM!

WELL, THAT TAKES CARE OF THAT! I'LL HAVE TO PUT OFF TAILING PARKER TILL SOME OTHER TIME!

DON'T JUST STAND THERE! GET GOING!

WHAT'S WITH YOU TWO, AGAIN?? HOW MANY TIMES DO I HAVETA TELL YOU TO MAKE YOUR **BLAMED WEDDING PLANS** ON YOUR OWN TIME ???

SORRY, J.J. ... BUT IT WAS BETTY'S **COFFEE BREAK**, SO WE THOUGHT...

I'LL DO THE THINKING HERE! DOESN'T ANYONE DO A FULL DAY'S WORK ANY MORE?

BUT, IT'S **NED'S COFFEE BREAK**, ALSO!

THAT **SINKS** IT! THE WHOLE WORLD IS AGAINST ME!

I WORK MY **FINGERS** TO THE BONE, KEEPING THIS NEWSPAPER TOGETHER... JUST TO PROVIDE **JOBS** FOR EVERYONE... AND **THAT'S** THE THANKS I GET FOR IT!

IT'S LIKE I ALWAYS SAY.. EVERYONE TAKES **ADVANTAGE** OF ME BECAUSE I'M TOO **SOFT-HEARTED**!

THE OLD HYPOCRITE! HE MEANS **SOFT-HEADED**!

HUSH, DARLING! WE CAN'T AFFORD TO BE FIRED **NOW**.. BEFORE OUR **WEDDING**!

NOW, BACK TO OUR LIST.. WE'LL HAVE TO INVITE **PETER PARKER**...

BUT, AT THIS PARTICULAR TIME, MISTER PARKER HAS OTHER, LESS ROMANTIC MATTERS TO CONCERN HIM...

I'VE PROVEN THAT I CAN HANDLE MYSELF IN A FIGHT...EVEN WITH **ONE** ARM...BUT NOW I'VE **ANOTHER** PROBLEM...

SO WHAT'LL HAPPEN WHEN **PETER PARKER** IS SEEN AROUND TOWN **ALSO** SPORTING HIS WING IN A SLING?

EVERYONE **KNOWS** THAT **SPIDER-MAN** HAS AN INJURED LEFT ARM...

MAYBE I CAN **FAKE** IT, BY KEEPING MY HAND IN MY **POCK...OWW!** NO..IT'S TOO **PAINFUL!**

THE **HECK** WITH IT! A FELLA HAS TO TAKE **SOME** CHANCES! I'LL JUST **BLUFF** MY WAY THROUGH!

WHY SHOULD ANYONE TRY TO CONNECT **ME** WITH **SPIDEY**? I COULD HAVE HURT MY ARM ON MY **CYCLE!**

THAT'S IT! **THAT'S** THE EXCUSE I'LL USE!

ANY-THING'S BETTER THAN HIDING INDOORS LIKE A **COWARD!**

I'LL HAVE TO GRAB A **BUS** THIS MORNING! CAN'T USE MY WHEELS WITH ONLY ONE HAND!

BOY, MARY JANE WILL **FLIP** WHEN SHE SEES HOW **ZINGY** IT LOOKS SINCE I PAINTED IT THAT **ROLLICKIN' RED!**

LATER, AT THE CAMPUS OF GOOD OL' E.S.U...

WILLYA LOOK AT THAT, HARRY! IT'S **PUNY PARKER**, WITH HIS ARM IN A SLING!

JUST MY LUCK! THE FIRST JOKER I RUN INTO HAS TO BE **FLASH THOMPSON!** OH WELL...

WHATCHA TRYIN' TO DO, USELESS...? MAKE US THINK YOU'RE **SPIDER-MAN?**

IF HE IS, HE'S SURE DOING IT THE **HARD WAY!**

VER-RY FUNNY, GROUP! ALMOST AS FUNNY AS SPRAIN-ING YOUR ARM WHILE DRIVING A **CYCLE!**

AWW, DON'T BE **ANGRY**, PETE! I **FIGURED** THAT MUST BE WHAT HAPPENED!

THAT'S WHAT YOU **GET** FOR RIDING THAT THING, SON! A CHARACTER LIKE **YOU** BELONGS ON A **TRICYCLE!**

WHEW! IT WENT EASIER THAN I EXPECTED! I SHOULD HAVE **KNOWN** THEY'D NEVER LINK ME WITH **SPIDEY!**



SEE YA AROUND, GUYS! I'M GONNA GRAB A CUP OF JAVA WITH GWEN!

SPEAKING OF GWEN, PETE... SHE'S THROWING A PARTY FOR FLASH WHEN HE GETS HIS INDUCTION NOTICE! SHE ASKED ME TO INVITE YOU!

SURE, I'LL BE GLAD TO COME! FLASH ISN'T REALLY AS BAD AS HE SOUNDS!

BUT, TELL ME SOMETHING, HARRY...



HOW COME GWEN DIDN'T ASK ME HERSELF?

LET'S FACE IT, SON... YOU HAVEN'T BEEN AROUND THAT MUCH SINCE MARY JANE MADE THE SCENE!

OH...I...I GUESS YOU'RE RIGHT!



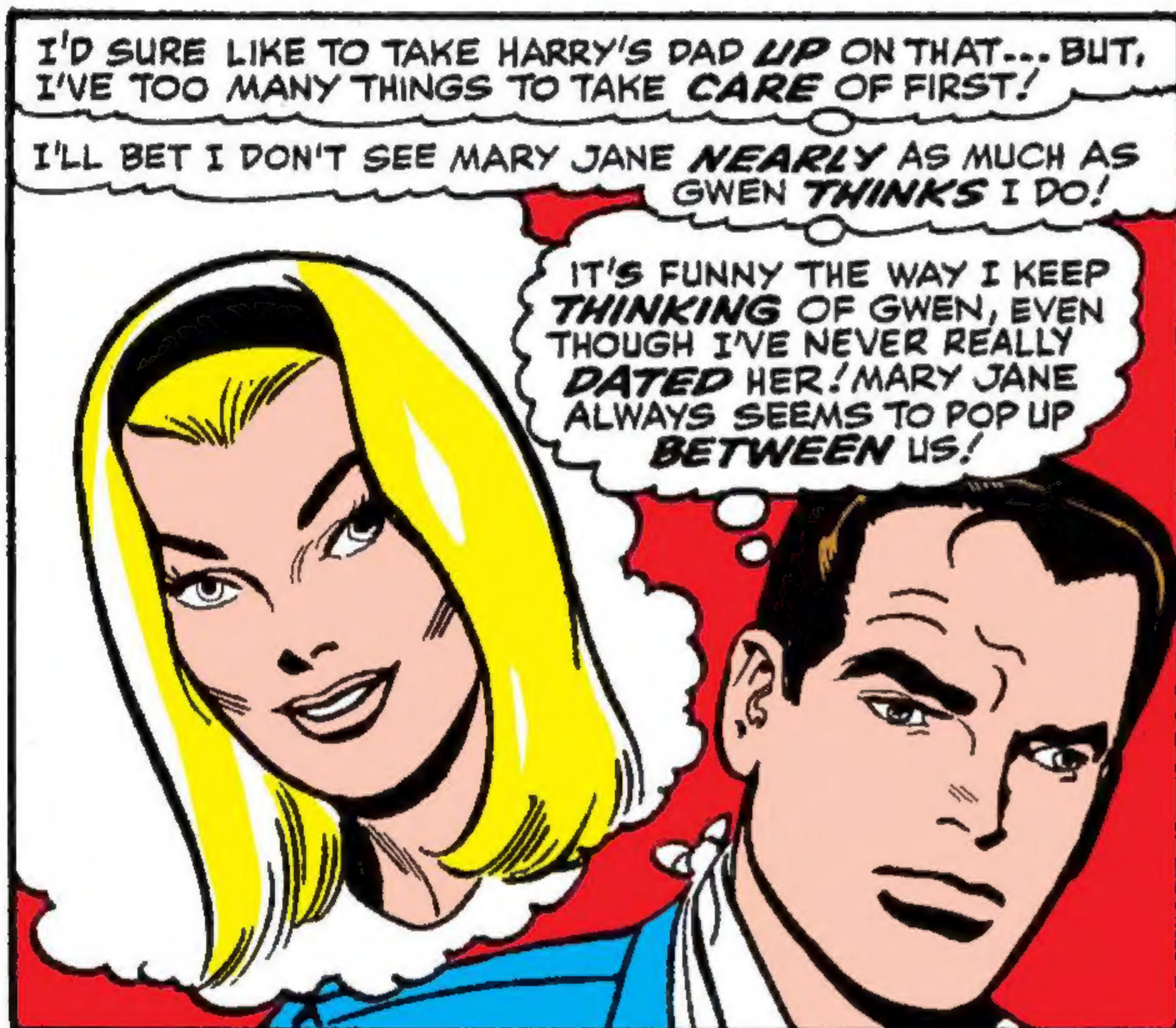
BUT, IT'S NOT JUST MARY JANE'S FAULT...SENDING MY AUNT MAY AWAY FOR A VACATION TOOK ALL THE MONEY I HAD...AND I'VE BEEN KEEPING KIND'A BUSY TRYING TO SELL JAMESON SOME NEW PIX!

MEANING TO TALK TO YOU ABOUT THAT, PETE!

Y'KNOW MY DAD'S A CHEMIST, AND HE CAN USE A BRAINY SCIENCE MAJOR AS A PART-TIME HELPER!

THAT'S DARN NICE OF YOU, HARRY! I'LL REALLY THINK ABOUT IT!

NO RUSH, FELLA! WHENEVER YOU'RE READY, SAY THE WORD!



I'D SURE LIKE TO TAKE HARRY'S DAD UP ON THAT... BUT, I'VE TOO MANY THINGS TO TAKE CARE OF FIRST!

I'LL BET I DON'T SEE MARY JANE NEARLY AS MUCH AS GWEN THINKS I DO!

IT'S FUNNY THE WAY I KEEP THINKING OF GWEN, EVEN THOUGH I'VE NEVER REALLY DATED HER! MARY JANE ALWAYS SEEMS TO POP UP BETWEEN US!

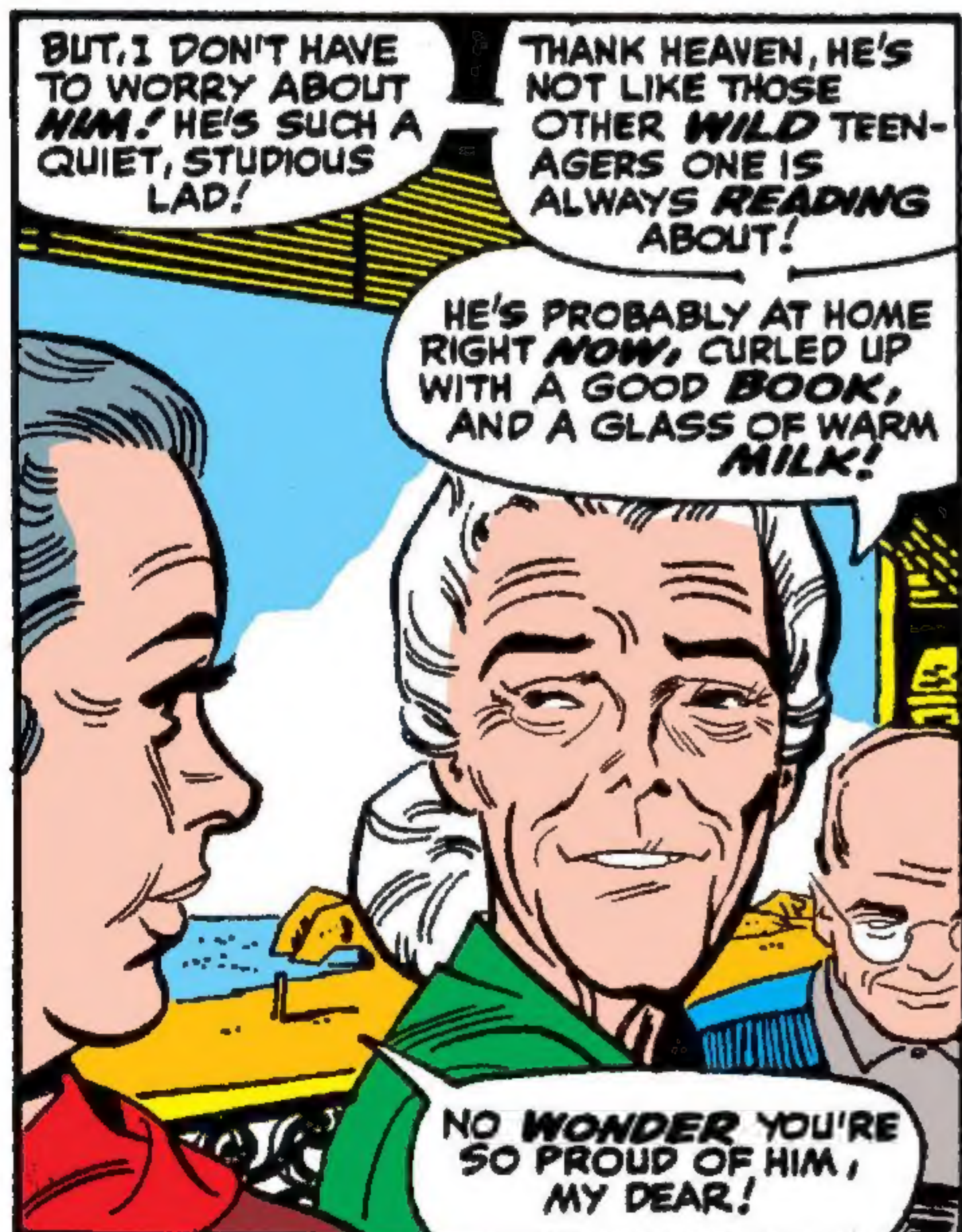


YOU'RE FROM NEW YORK CITY, AREN'T YOU, MRS. PARKER?

IT MUST BE TERRIBLE LIVING THERE WITH CREATURES LIKE THE LIZARD STILL AT LARGE!

OH DEAR! MY NEPHEW, PETER, IS THERE RIGHT NOW, HE'S A FRESHMAN AT E.S.U.!

DAILY BUGLE
LIZARD MENACES NEW YORK

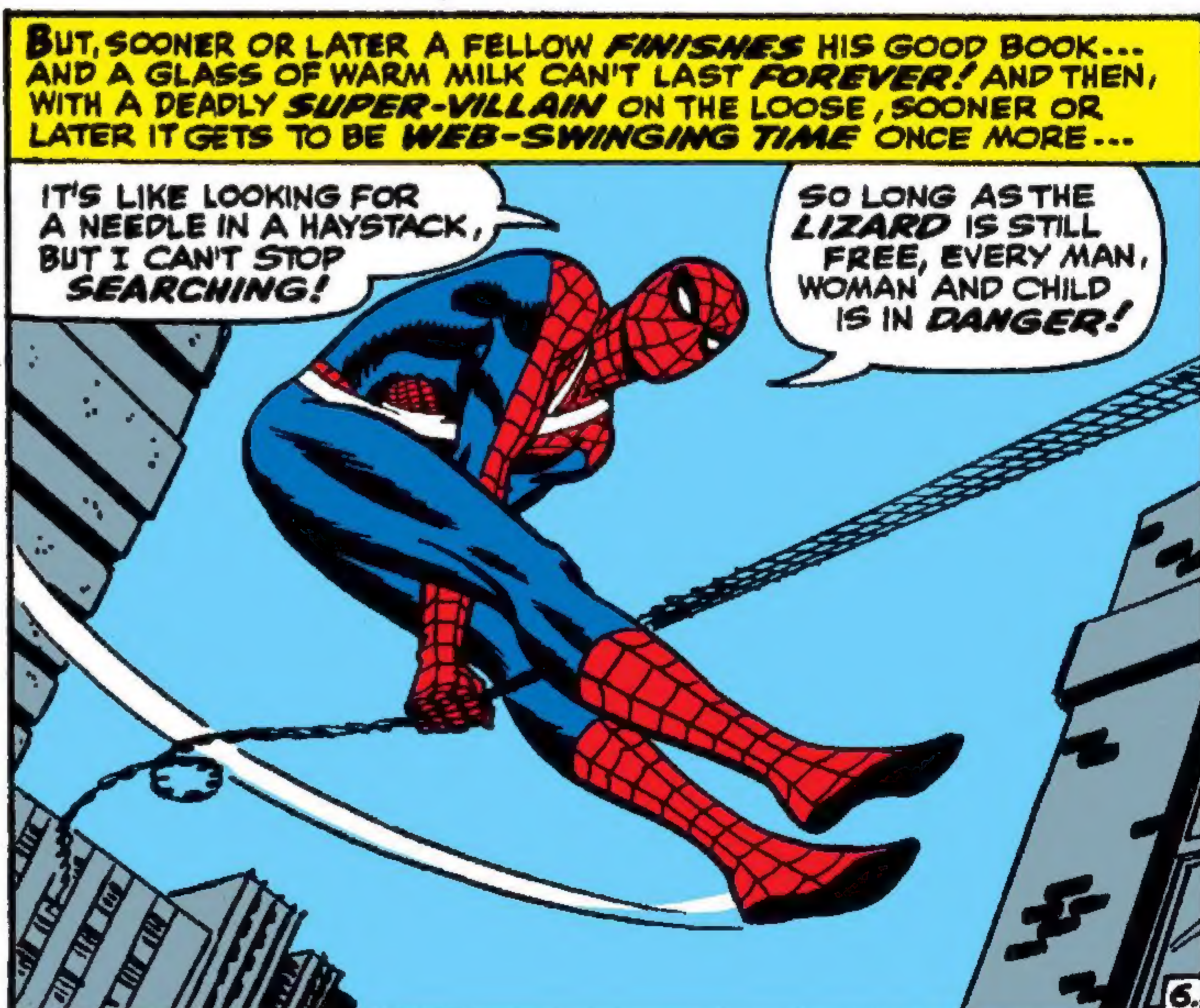


BUT, I DON'T HAVE TO WORRY ABOUT HIM! HE'S SUCH A QUIET, STUDIOUS LAD!

THANK HEAVEN, HE'S NOT LIKE THOSE OTHER WILD TEEN-AGERS ONE IS ALWAYS READING ABOUT!

HE'S PROBABLY AT HOME RIGHT NOW, CURLED UP WITH A GOOD BOOK, AND A GLASS OF WARM MILK!

NO WONDER YOU'RE SO PROUD OF HIM, MY DEAR!

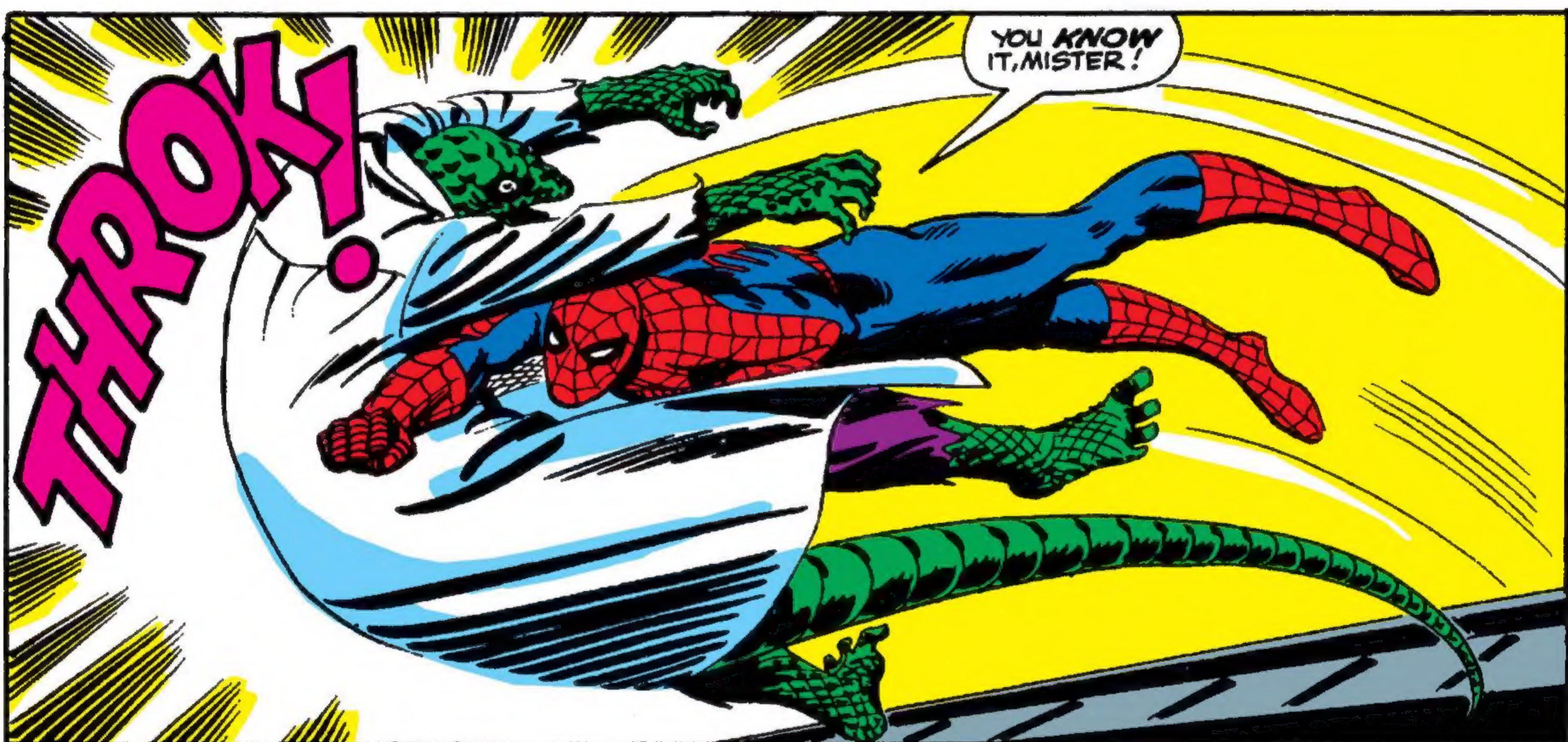


BUT, SOONER OR LATER A FELLOW FINISHES HIS GOOD BOOK... AND A GLASS OF WARM MILK CAN'T LAST FOREVER! AND THEN, WITH A DEADLY SUPER-VILLAIN ON THE LOOSE, SOONER OR LATER IT GETS TO BE WEB-SWINGING TIME ONCE MORE...

IT'S LIKE LOOKING FOR A NEEDLE IN A HAYSTACK, BUT I CAN'T STOP SEARCHING!

SO LONG AS THE LIZARD IS STILL FREE, EVERY MAN, WOMAN AND CHILD IS IN DANGER!





THEN, AS IF IN ANSWER TO
SPIDEY'S SILENT QUESTION...

YOU BRAINLESS,
BUMBLING FOOL!
NOW YOU'LL LEARN
YOUR LESSON...YOUR
FINAL LESSON!

WHEN YOUR
TWO ARMS WERE
HELPLESS AGAINST
ME *BEFORE*,
WHAT DID YOU
EXPECT TO
ACCOMPLISH
NOW?

CRASH!

UGH! HIS TAIL!
COULDN'T
DODGE IT!
IN TIME....

THIS TIME YOU WON'T
ESCAPE ME *ALIVE*! I'LL
SEE TO IT THAT YOU
NEVER INTERFERE
WITH ME *AGAIN*!

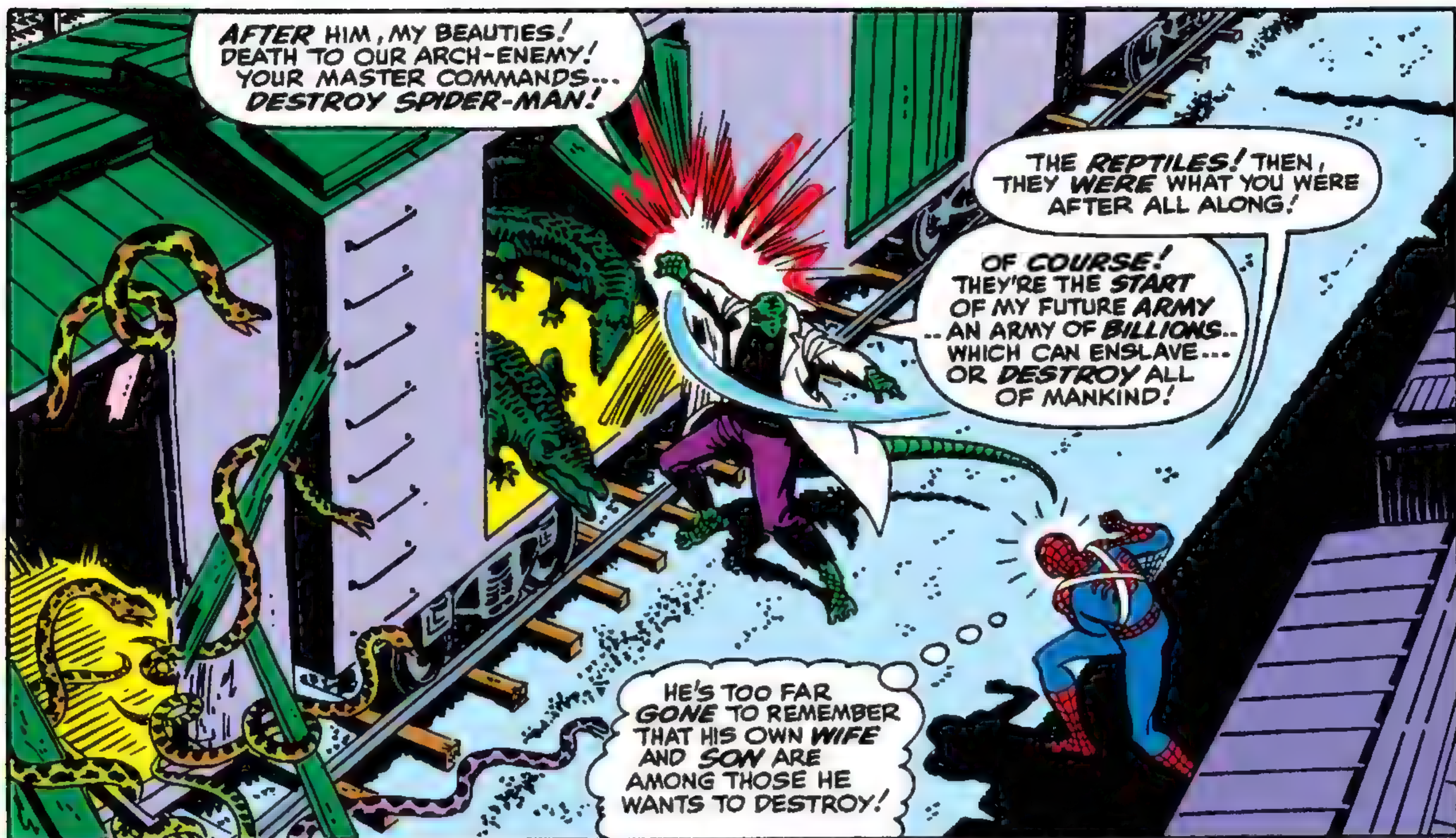
SKRUNCH!

NOT IF MY
SPIDER-SPEED
DOESN'T FAIL ME,
YOU *WON'T*!

I *DID* IT! I
MADE HIM DROP
THE PIECE OF RAIL!
BUT, THE ODDS ARE
STILL ALL ON
HIS SIDE!

I CAN'T STOP
MYSELF FROM
PULLING MY
PUNCHES...
KNOWING HE'S
REALLY CURT
CONNORS!





AFTER HIM, MY BEAUTIES!
DEATH TO OUR ARCH-ENEMY!
YOUR MASTER COMMANDS...
DESTROY SPIDER-MAN!

THE REPTILES! THEN,
THEY WERE WHAT YOU WERE
AFTER ALL ALONG!

OF COURSE!
THEY'RE THE **START**
OF MY FUTURE ARMY
-- AN ARMY OF **BILLIONS**..
WHICH CAN ENSLAVE...
OR **DESTROY** ALL
OF MANKIND!

HE'S TOO FAR
GONE TO REMEMBER
THAT HIS OWN **WIFE**
AND **SON** ARE
AMONG THOSE HE
WANTS TO DESTROY!



BUT, I'VE NO TIME TO WORRY ABOUT
THAT NOW! I'VE ONLY GOT **SECONDS**
TO FIGURE OUT HOW TO **HANDLE** ALL
THIS... AND SAVE **MYSELF!**

HIS POWER IS **UNCANNY!**
THE REPTILES ACTUALLY **OBEY**
HIM! NO **WONDER** HE THINKS
HIS INSANE PLAN CAN
SUCCEED!

HE IS OUR **ENEMY!** WE
WILL NEVER BE SAFE SO
LONG AS **SPIDER-MAN**
LIVES! **ATTACK HIM!**
ATTACK! HE CANNOT
ESCAPE US **ALL!**



THE CROC IS CLOSEST TO ME... I CAN TAKE CARE OF HIM BY WEBBING HIS JAWS SHUT!

BUT, THERE'S NOT ENOUGH WEB FLUID IN THE WORLD TO STOP THEM ALL!

FASTER! ATTACK HIM FASTER!

OVERWHELM HIM BY SHEER FORCE OF NUMBERS! SPIDER-MAN MUST DIE!

BUT, SINCE OUR PRIME PURPOSE IS ENTERTAINMENT, LET'S TURN TO PLEASANTER MATTERS, FOR JUST A BRIEF MOMENT OR TWO... AS WE VISIT THE HOME OF MRS. ANNA WATSON...

I'M GOING TO THE FRENZY VILLE À GO-GO, AUNT ANNA! IF THE BEATLES CALL, TELL THEM I WON'T BE LONG!

OH! DO YOU KNOW THE BEATLES, DEAR?

OF COURSE NOT! BUT I BELIEVE IN POSITIVE THINKING!

BY THE WAY, I'M BRINGING A POT OF VEGETABLE SOUP OVER TO PETER PARKER!

WOULD YOU LIKE TO WALK ME THERE, MARY JANE?

SURE THING! I'M HEADED IN THAT DIRECTION, ANYWAY!

I'M SO GLAD YOU AND PETER ARE FRIENDS! HE'S THE NICEST BOY... AND MRS. PARKER IS MY DEAREST FRIEND!

HE'S JUST THE LEAST LITTLE BIT SQUARE... BUT, OUTSIDE OF THAT, HE REALLY TURNS ME ON!

I'LL BET HE'D BE A REAL SWINGER IF HE'D LET HIMSELF GO!

HOWEVER, A FEW MINUTES LATER...

THAT'S STRANGE! THERE'S NO ONE HOME! I DIDN'T THINK HE WAS THE TYPE TO GO OUT AT NIGHT!

WHY NOT? HE WALKS... HE BREATHEES, DOESN'T HE?

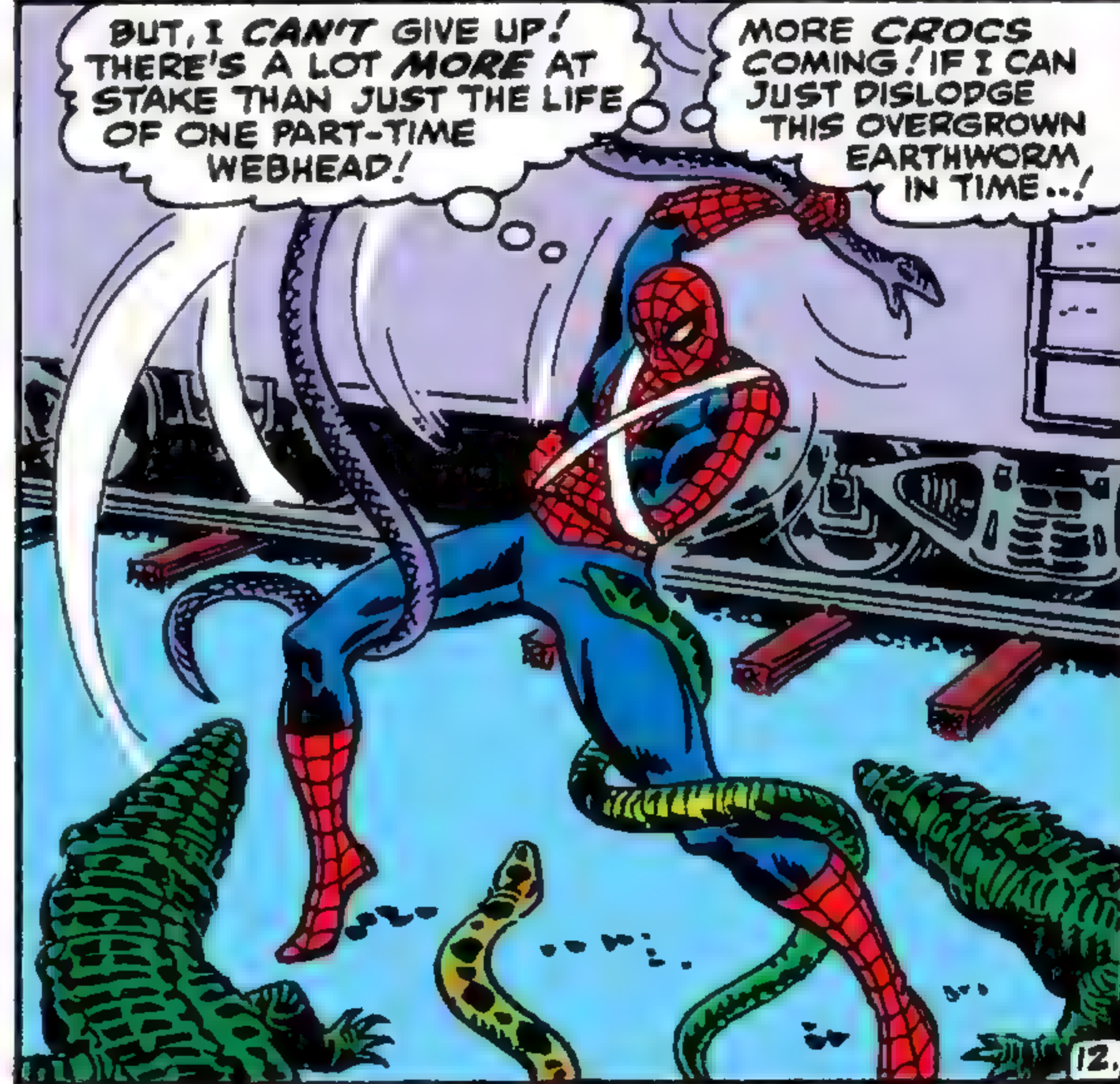
WELL, I'VE GOTTA DASH NOW, AUNT ANNA!

IF I RUN INTO HIM AT THE DISKO, I'LL TELL HIM WHAT HE MISSED!

BUT, THE WAY THINGS LOOK RIGHT NOW, PETER PARKER WOULD PROBABLY BE THE LAST ONE MARY JANE, OR ANYBODY, WOULD RUN INTO AT A DISCOTHEQUE...

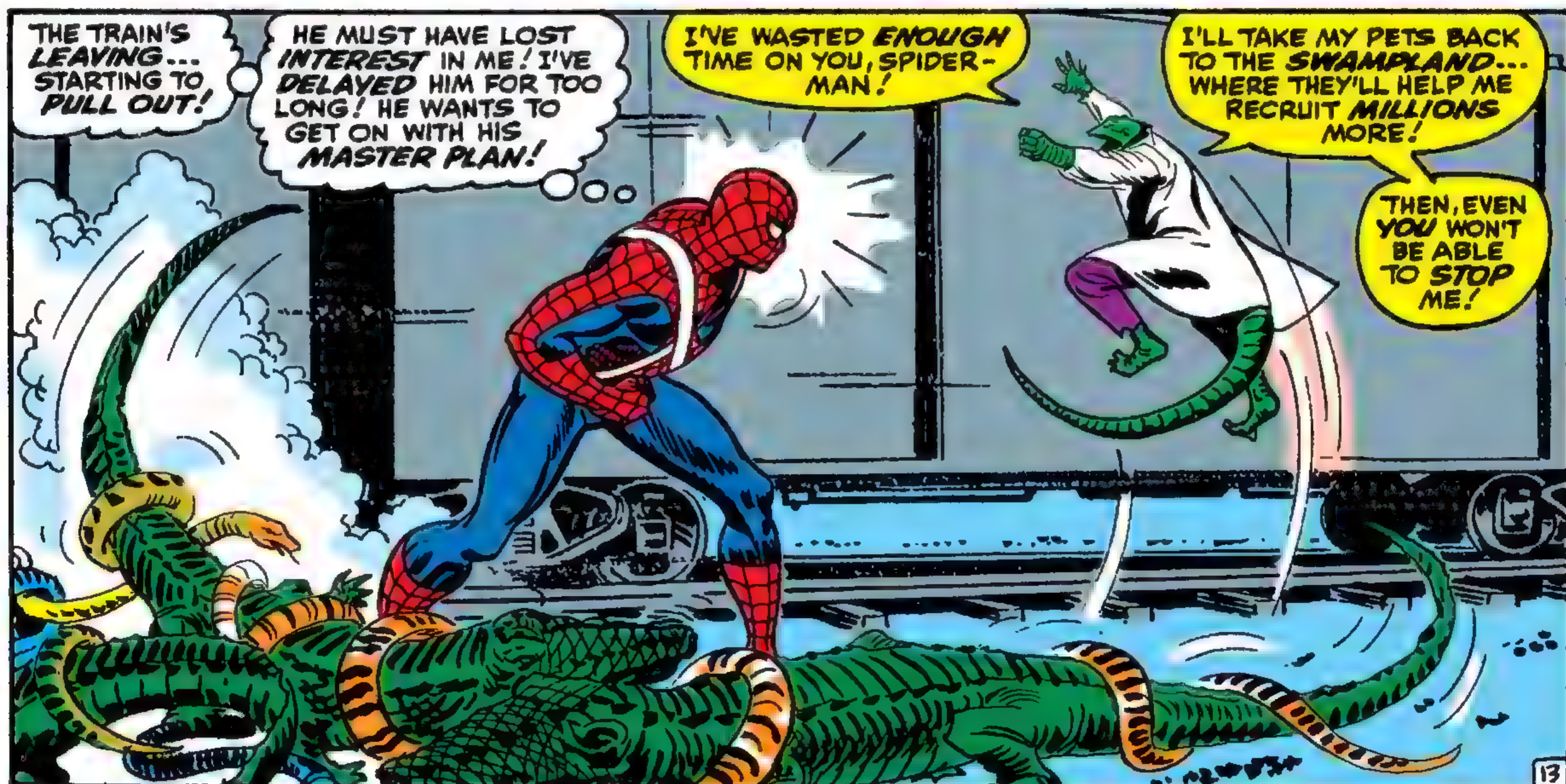
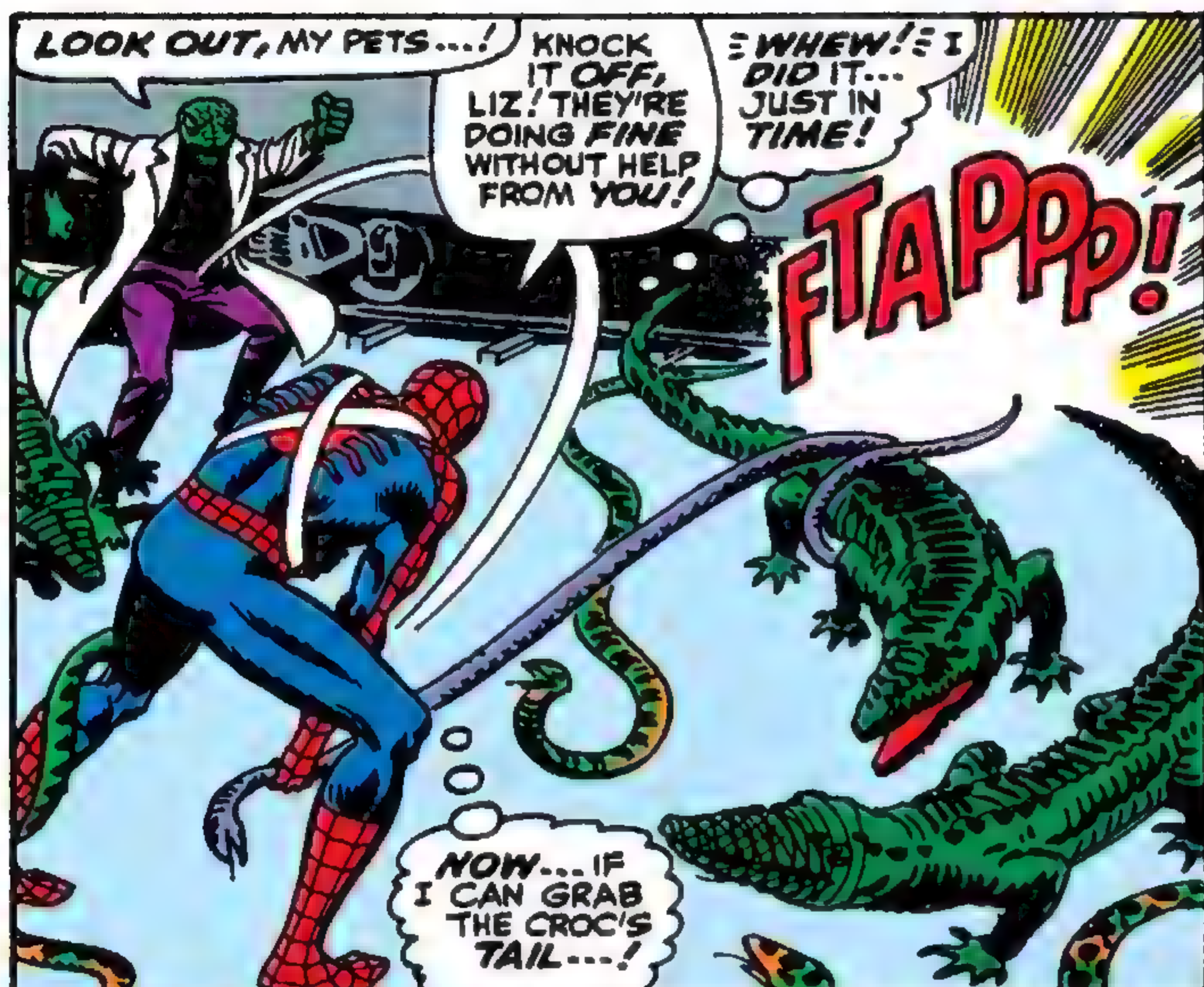
THE LIZARD MUST REALLY BE ENJOYING THIS!

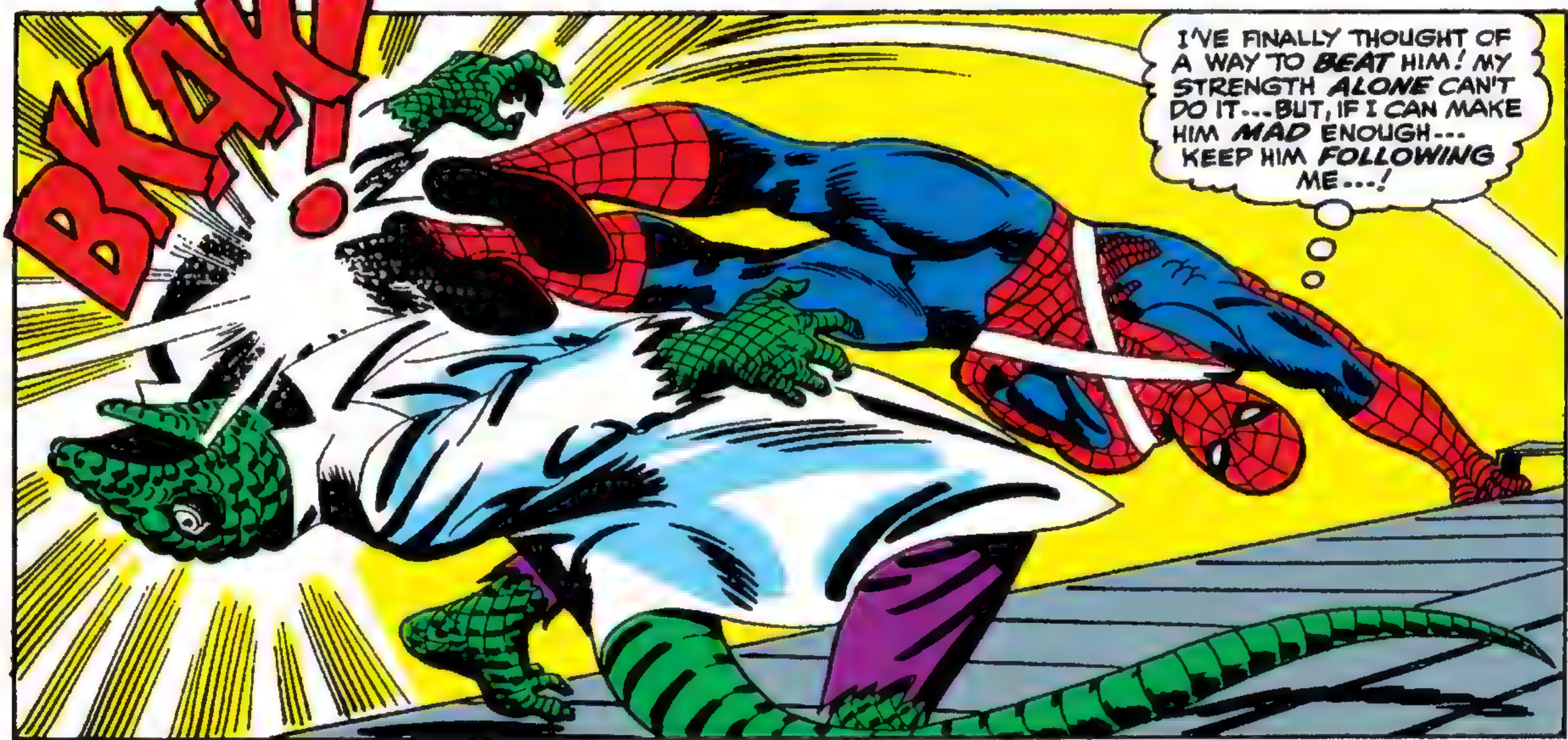
HE FIGURES THAT HE CAN'T LOSE! EVEN IF I MANAGE TO ESCAPE THE REPTILES, I'LL BE SO EXHAUSTED THAT HE CAN FINISH ME OFF IN A BREEZE!

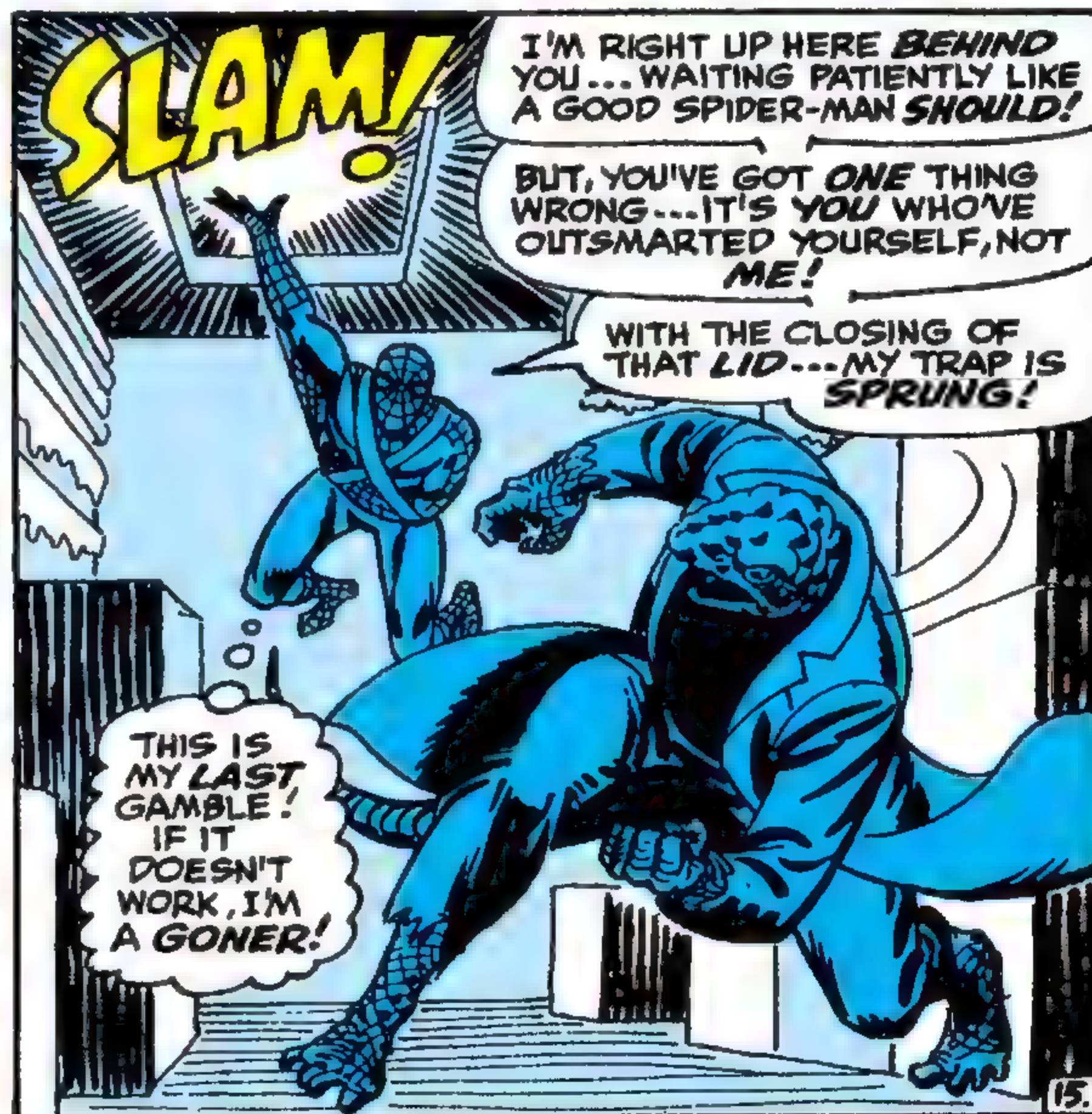
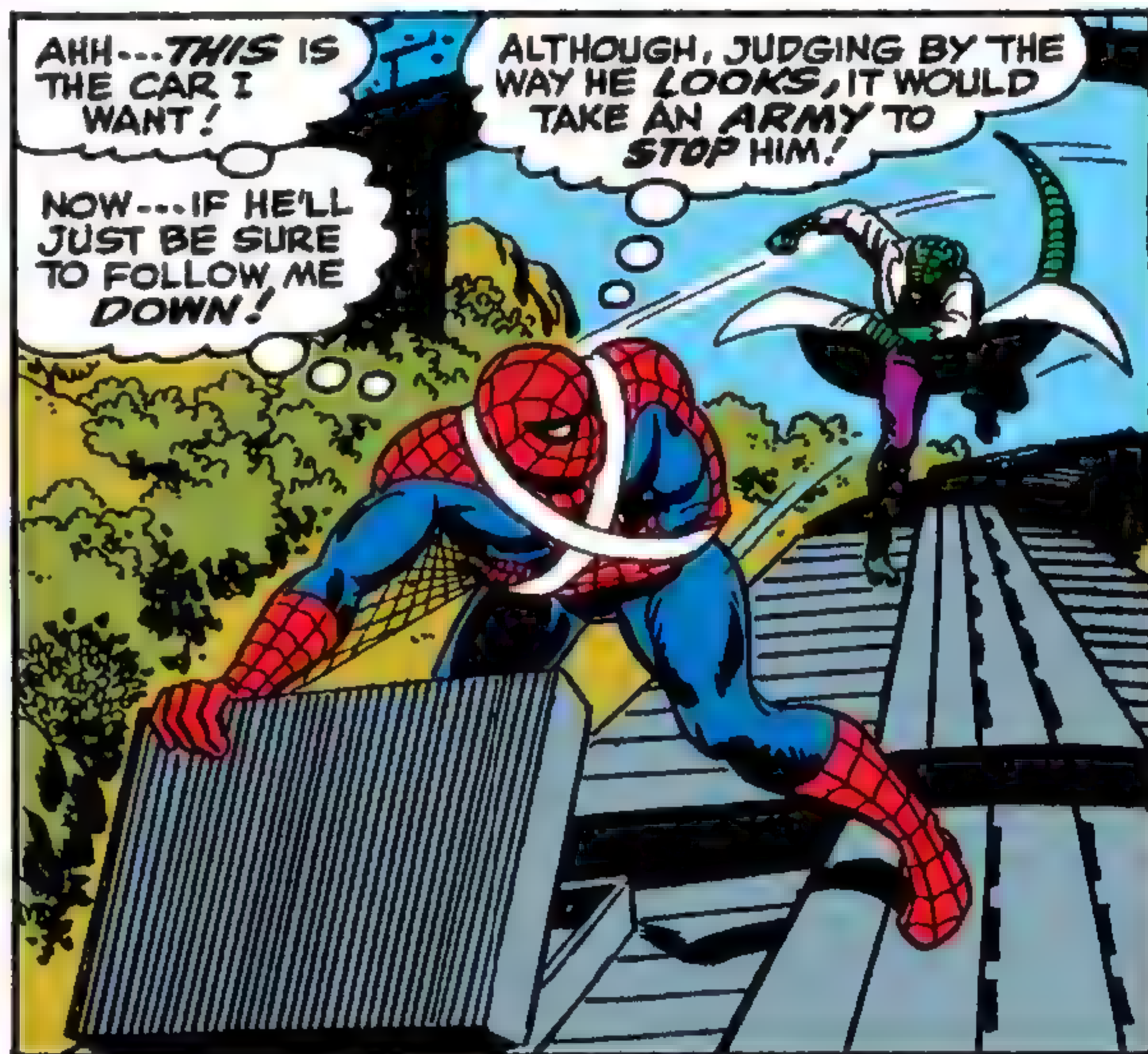
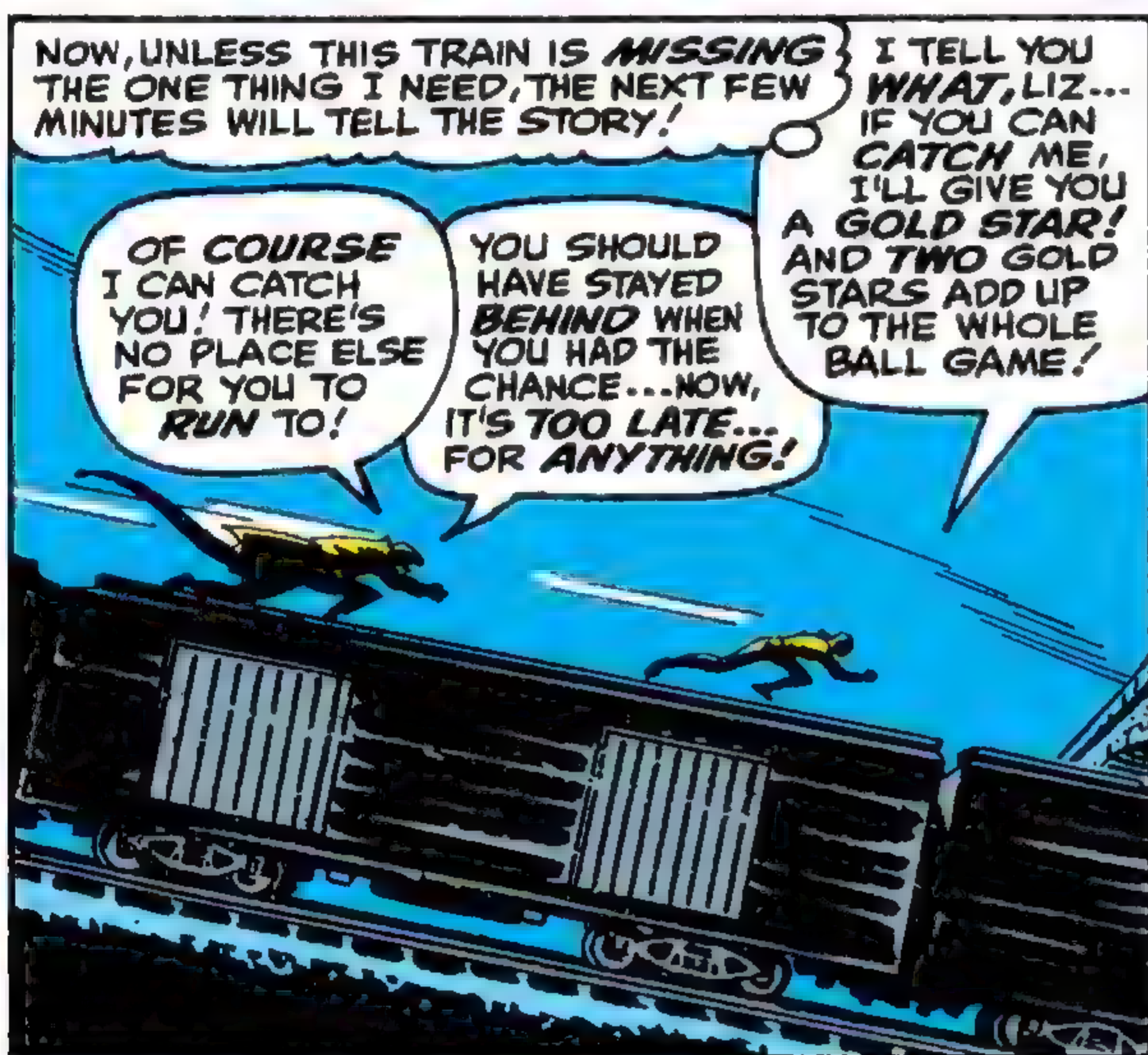
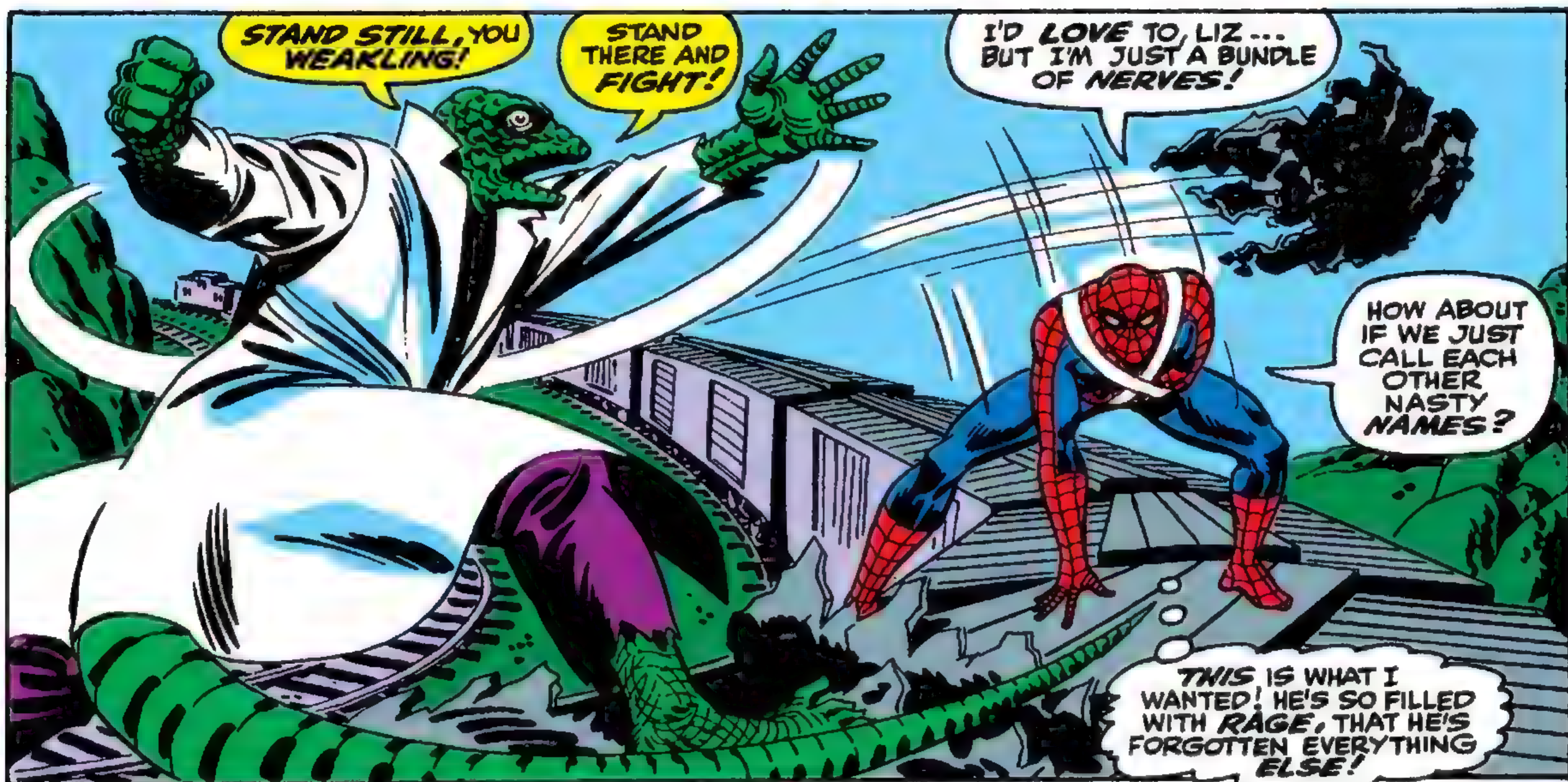


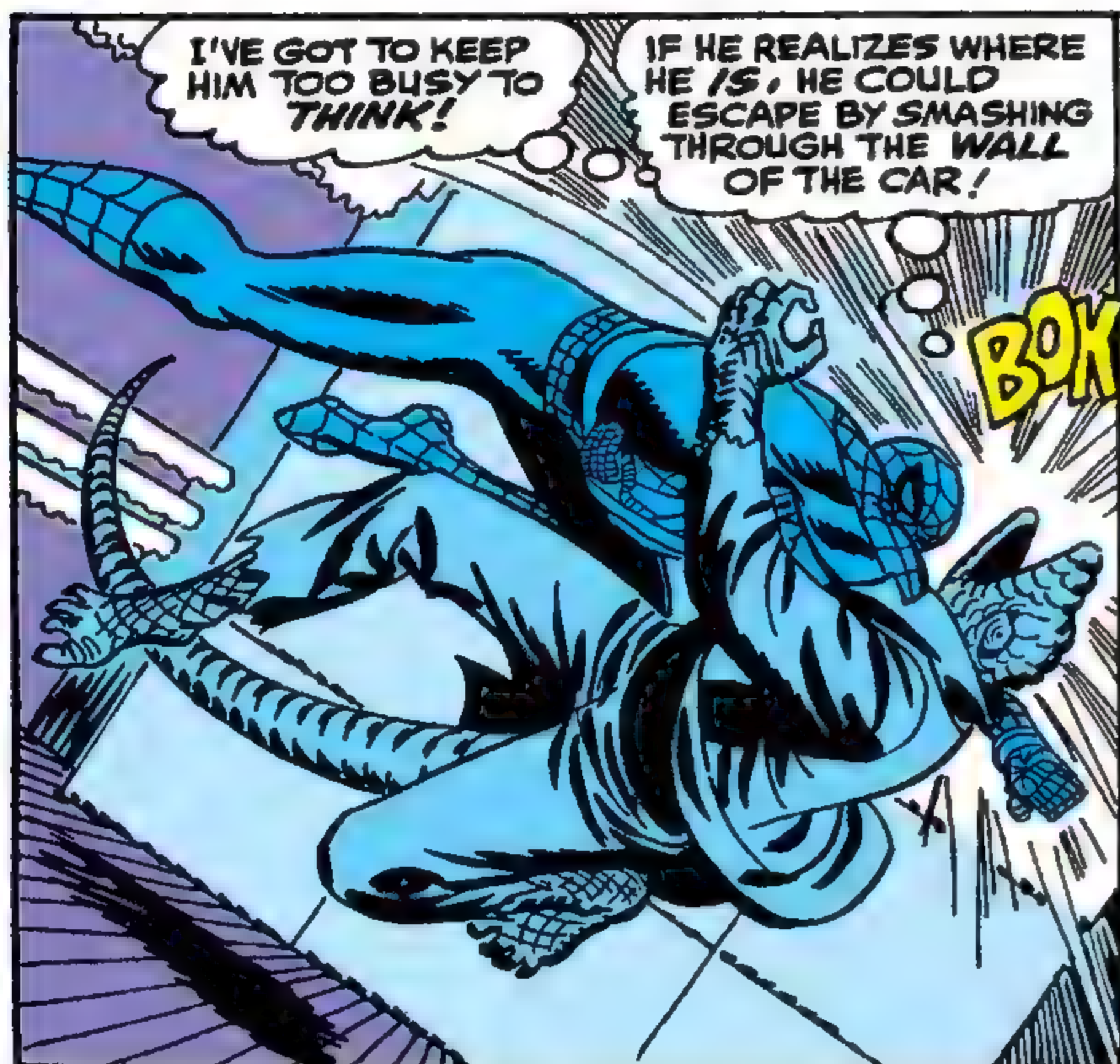
BUT, I CAN'T GIVE UP! THERE'S A LOT MORE AT STAKE THAN JUST THE LIFE OF ONE PART-TIME WEBHEAD!

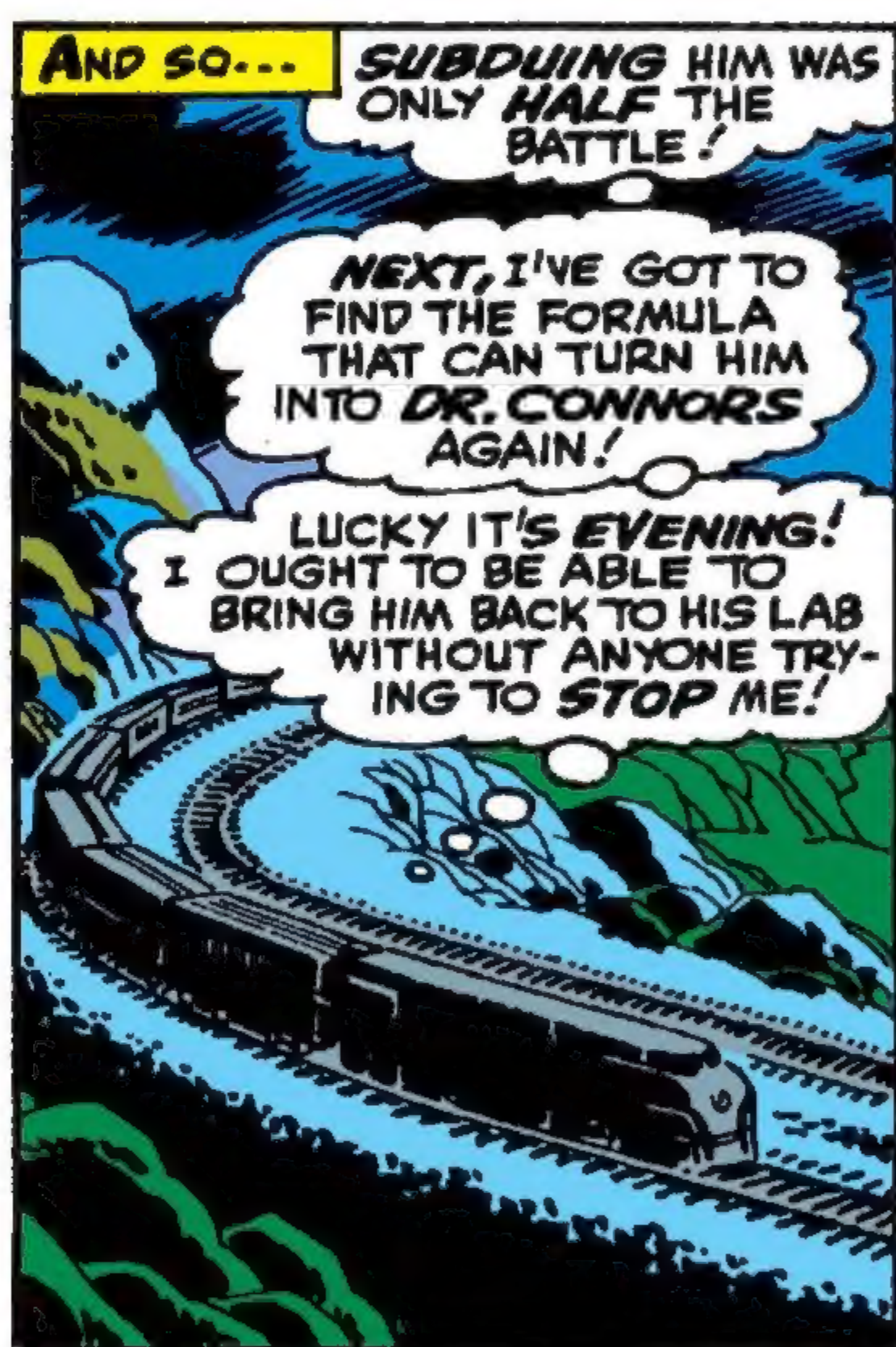
MORE CROCS COMING! IF I CAN JUST DISLodge THIS OVERGROWN EARTHWORM IN TIME...

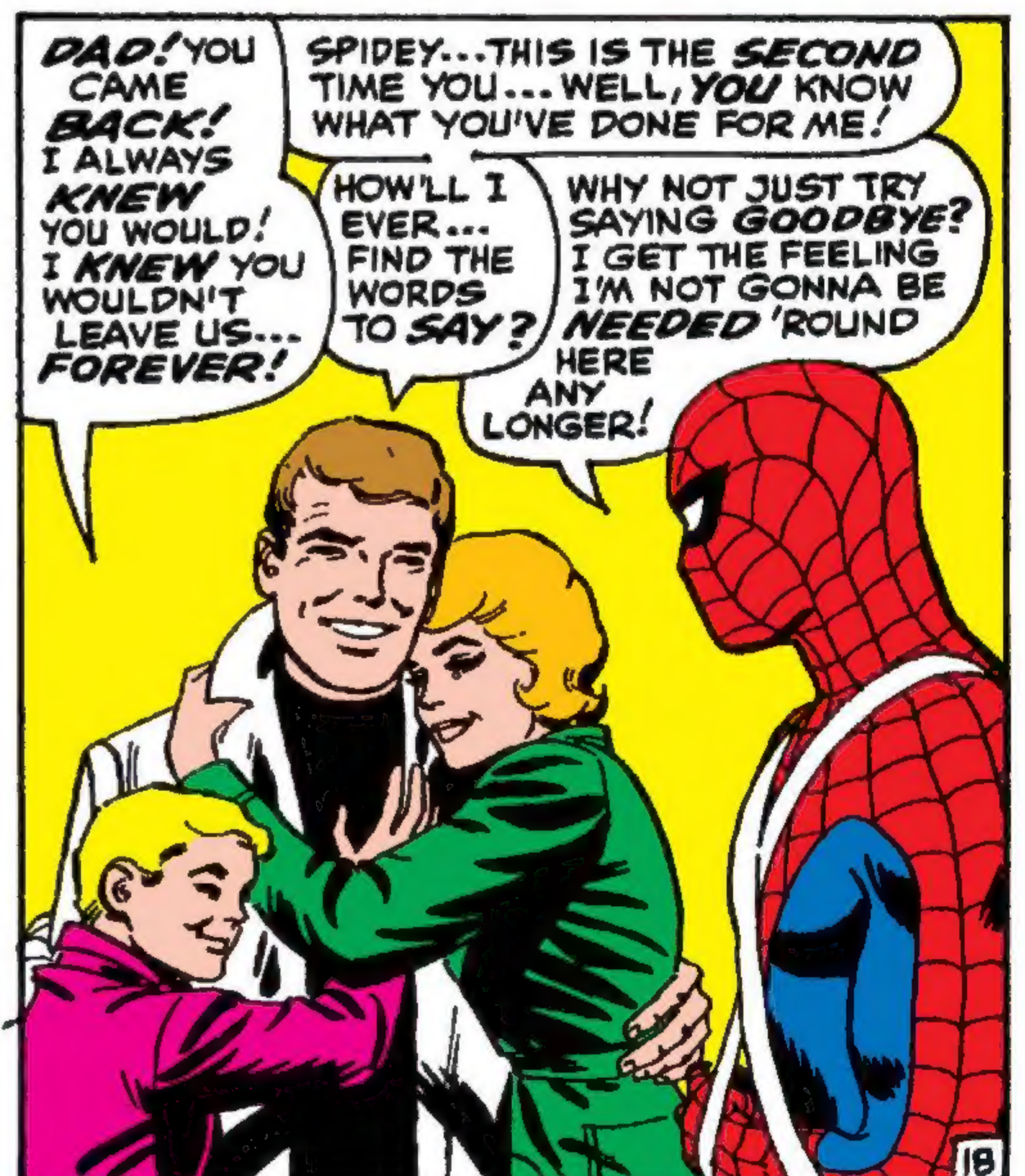
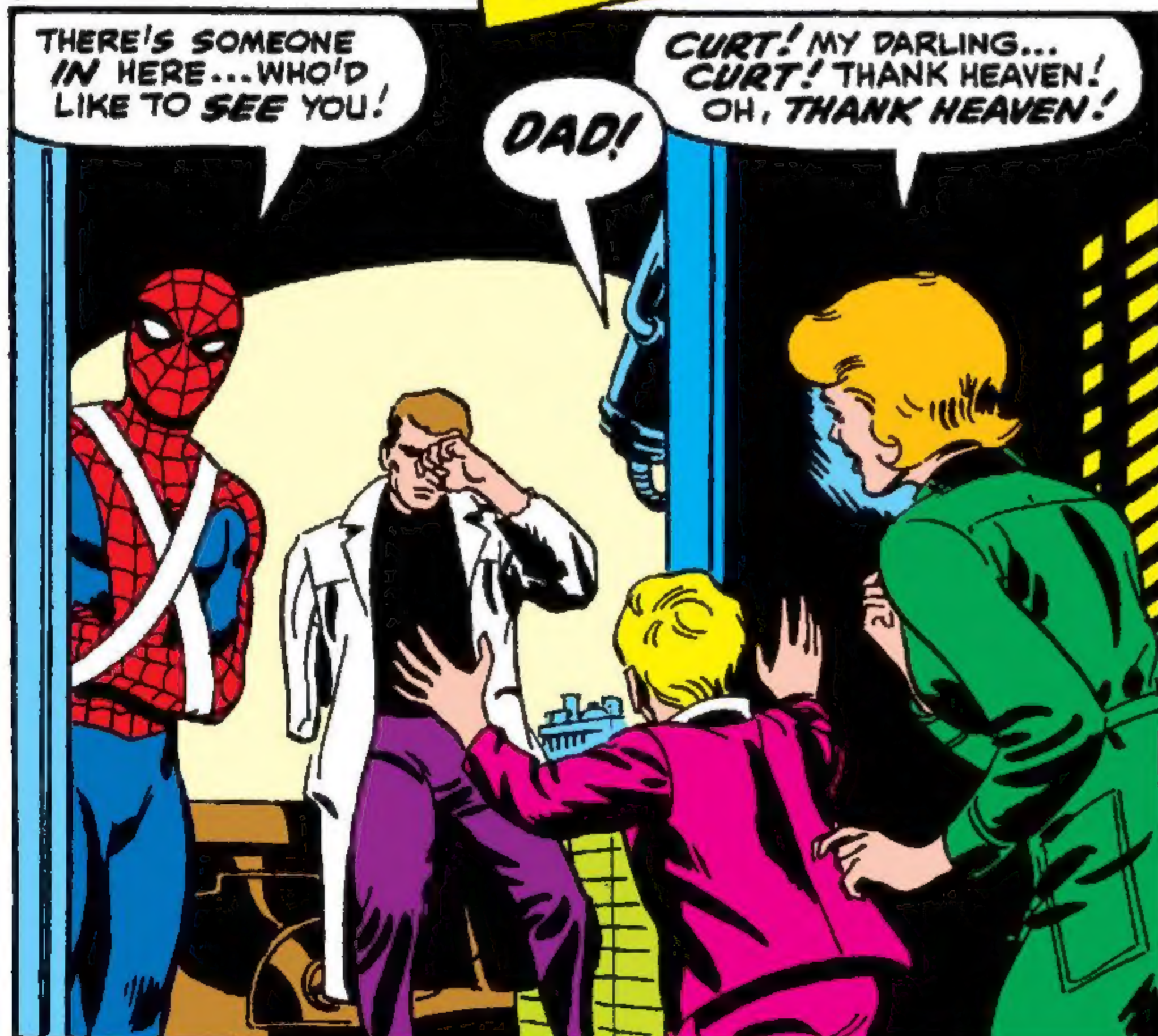
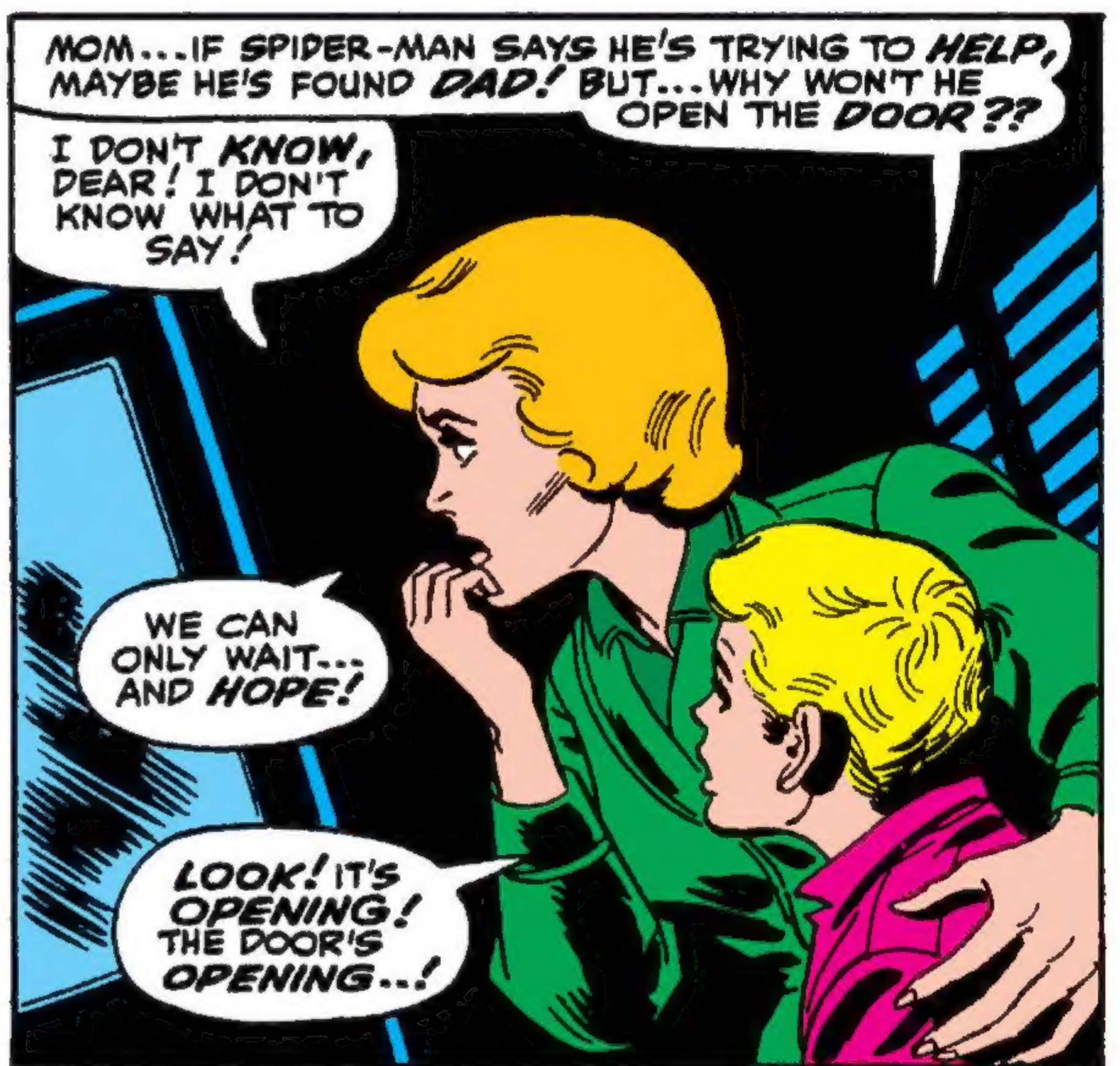
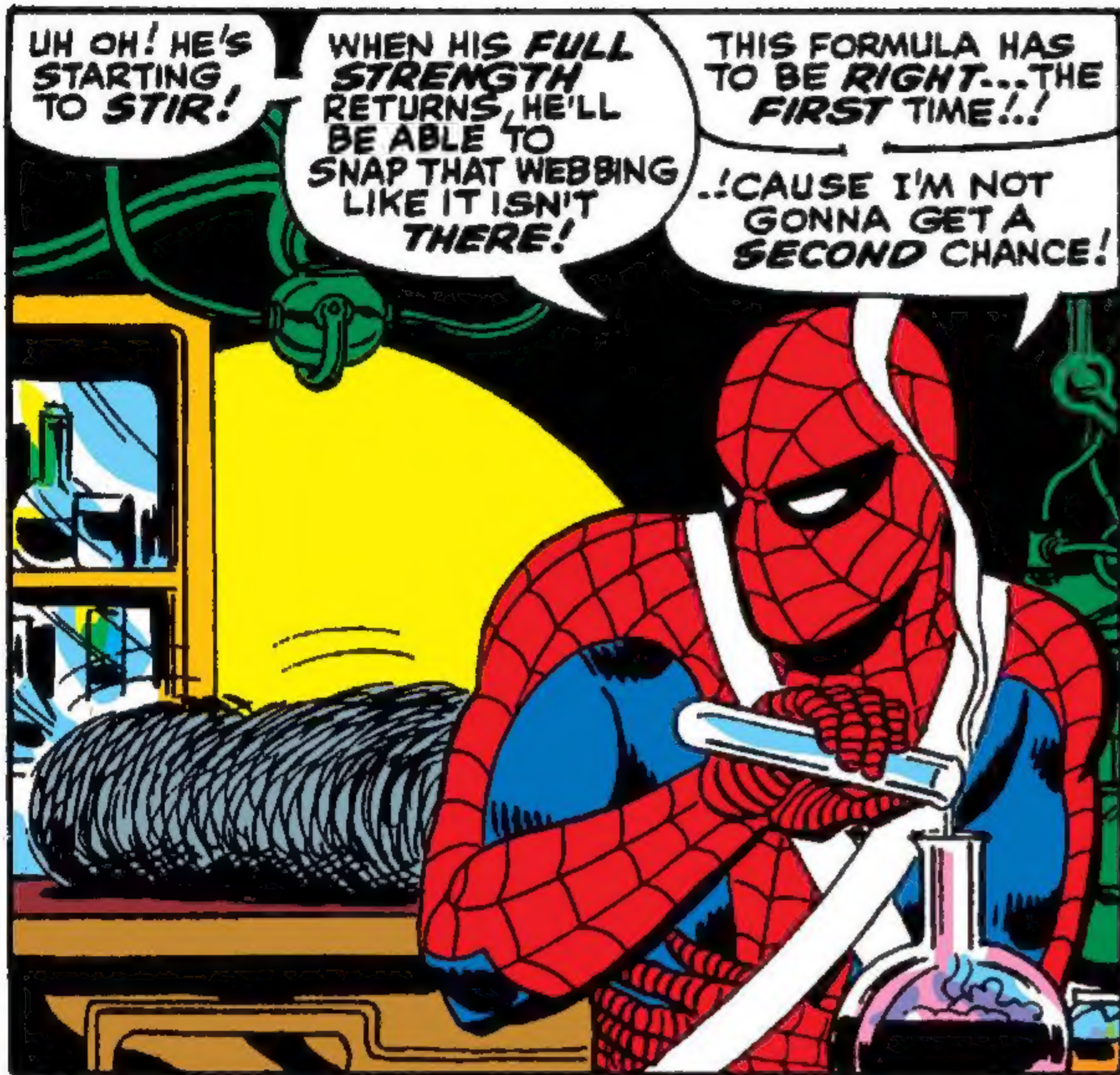












ANOTHER MIGHTY MARVEL FIRST! KNOWING HOW TITANICALLY TALENTED OUR RIOTOUS READERS ARE, WE'RE LEAVING THIS PANEL FOR YOU TO WRITE YOUR OWN DIALOGUE! IF YOU CAN GET SOMEONE TO PLAY HEARTS AND FLOWERS SOFTLY IN THE BACKGROUND, IT WON'T DO A BIT OF HARM, EITHER!



A SHORT TIME LATER, SPENT AND WEARY...ALMOST TO THE POINT OF EXHAUSTION... A THOUGHTFUL YOUTH SLOWLY, LABORIOUSLY STRUGGLES INTO HIS STREET CLOTHES ONCE MORE, AND THEN LISTLESSLY WENDS HIS WAY HOMEWARD...

I'M ALMOST SORRY IT'S ALL OVER NOW!

AT LEAST, WHILE I WAS FIGHTING THE LIZARD, I DIDN'T HAVE TIME TO THINK ABOUT MY OWN PERSONAL PROBLEMS...



MINUTES LATER...



HI THERE, PETE!

WOW! IS HE IN A WORLD OF HIS OWN! HE DOESN'T EVEN HEAR US!

LEAVE IT TO ME, HANDSOME HARRY! I'LL PUT HIM OUT OF HIS TREE!

HEADS UP, DAD! IN CASE YOU HAVEN'T HEARD, THE HUMAN RACE HAS ONE MORE OPENING...IF YOU GET YOUR APPLICATION IN FAST!



HMM? OH-- HI, MARY JANE... AND HARRY! I, EH, MUST HAVE BEEN DAY-DREAMING!

DAY-DREAMING? TIGER, YOU WERE THE ORIGINAL ONE-MAN FOG! IF I DIDN'T KNOW YOU, I'D SAY YOU WERE STRICTLY OFF THE WALL!

CAN WE GIVE YOU A LIFT, PETE?

NO THANKS! I HAVEN'T FAR TO GO!

THEN REV'ER UP, HARRY BOY! SEE YA, PETEY... WE'RE WHEELIN' WHERE THE ACTION IS!



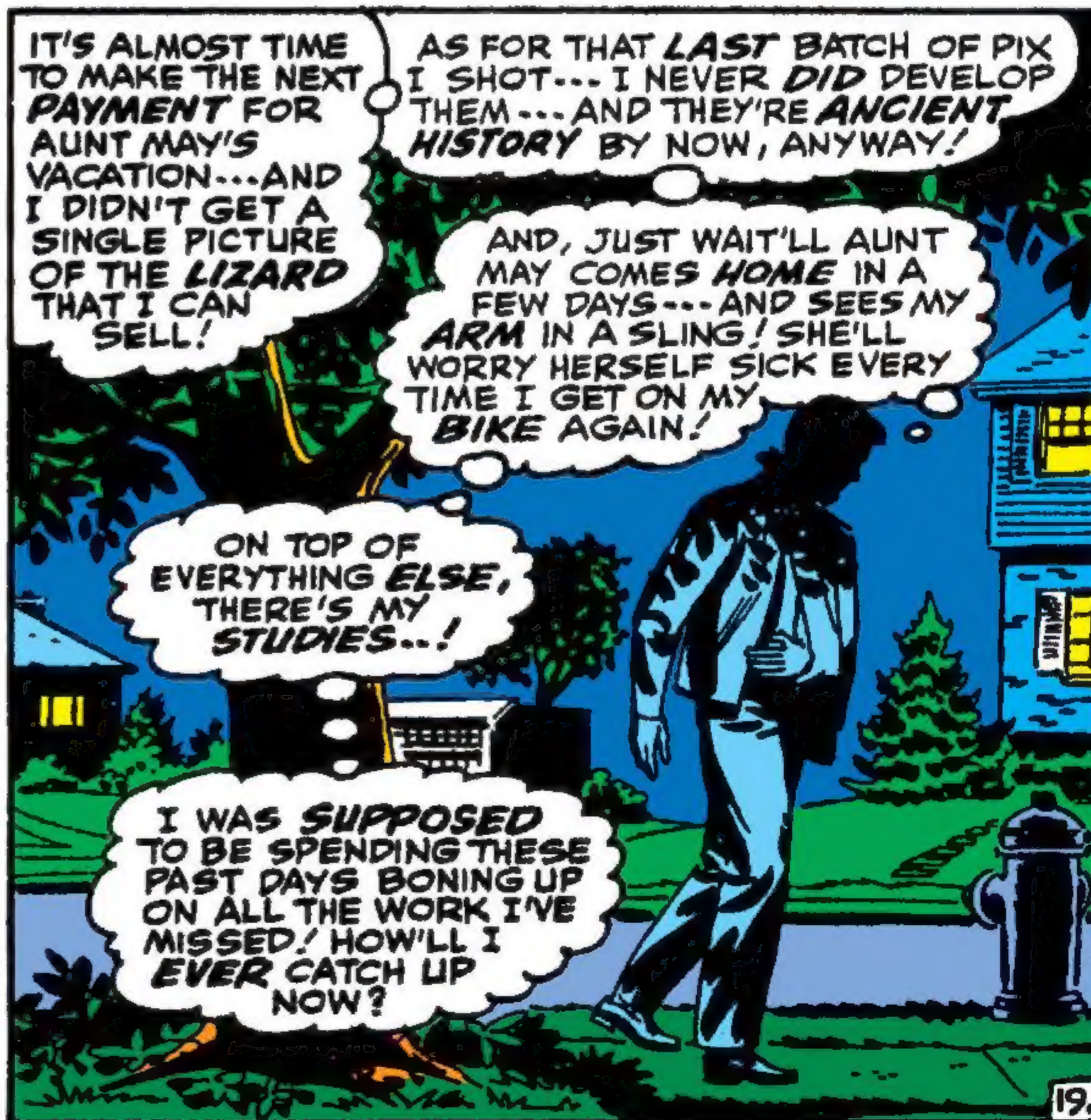
WHAT A PRIZE CHUMP I AM FOR WORRYING WHEN I HAVE TO BREAK A DATE WITH MARY JANE!

LOOKS LIKE SHE COULDN'T CARE LESS...LONG AS SHE'S GOT A JOE WHO'LL TAKE HER WHERE SHE WANTS TO GO!

NO DOUBT ABOUT IT... THAT CHICK'S AS PRETTY AS A PUMPKIN SEED... BUT, JUST ABOUT AS SHALLOW!

AND, I NEVER REALIZED HOW ICKY IT CAN BE... LISTENING TO A GAL WHO'S ON ALL THE TIME!

OR, MAYBE IT'S MY FAULT! I'M JUST TRYING TO BLAME MY BLUE FUNK ON HER!



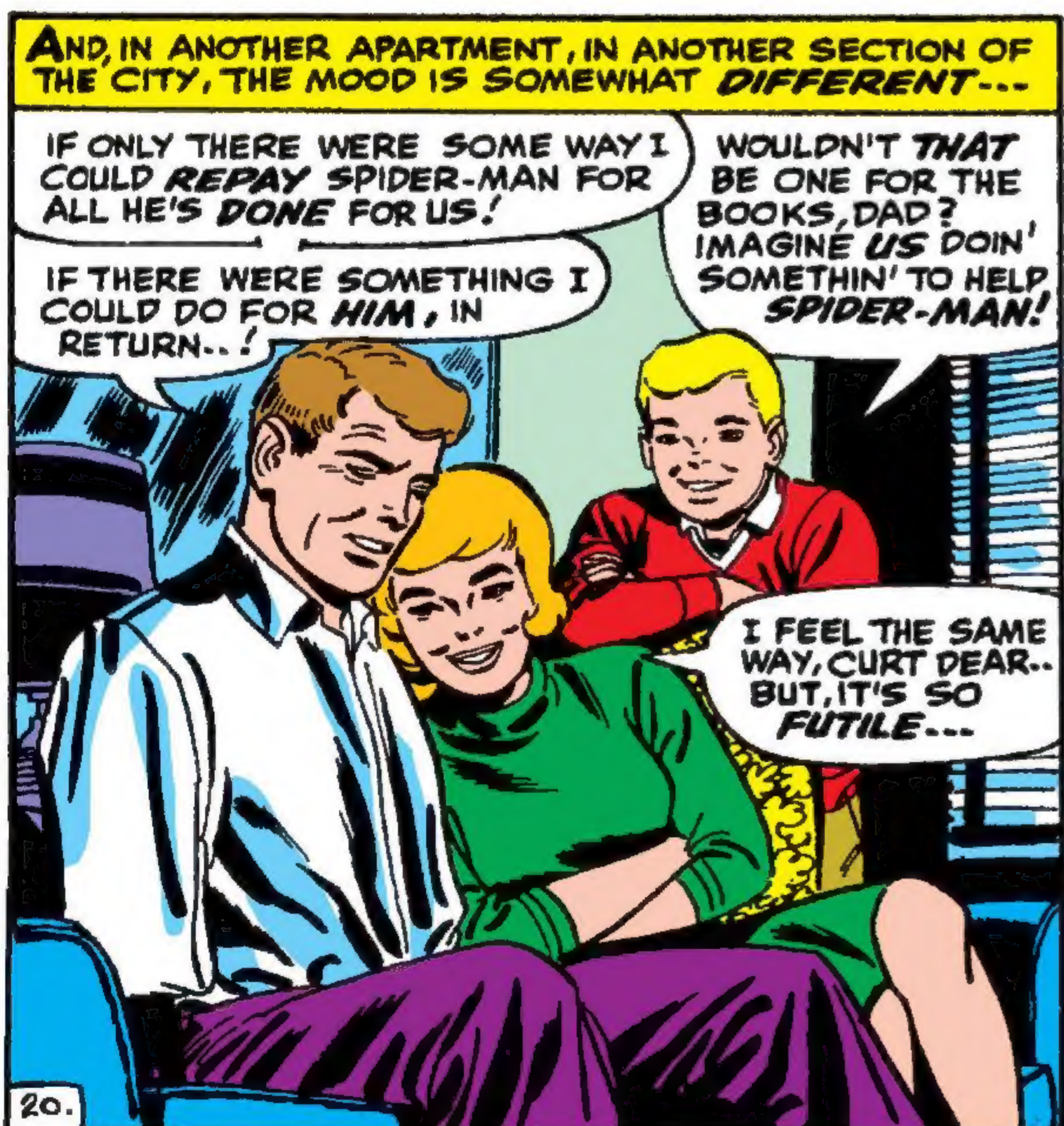
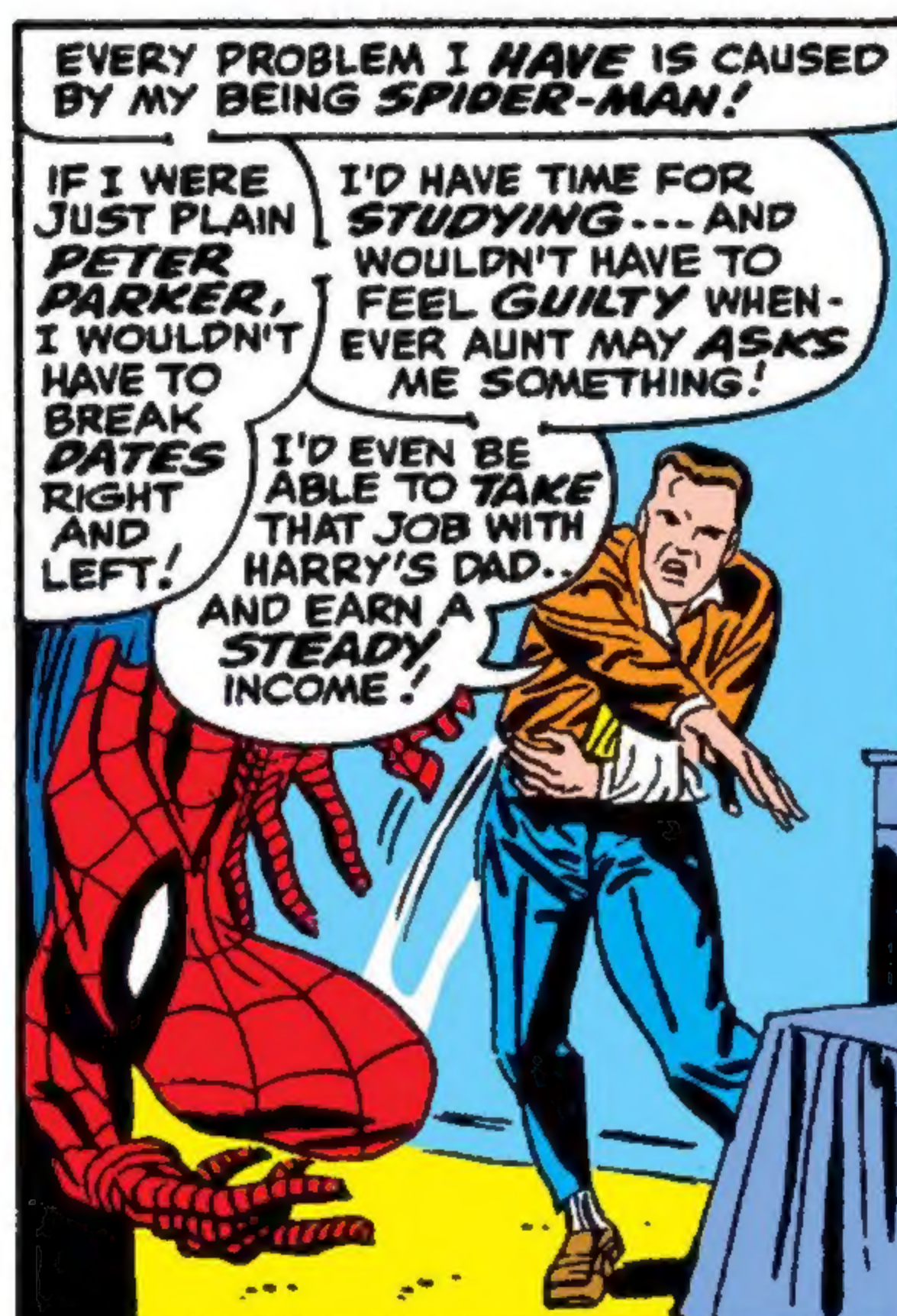
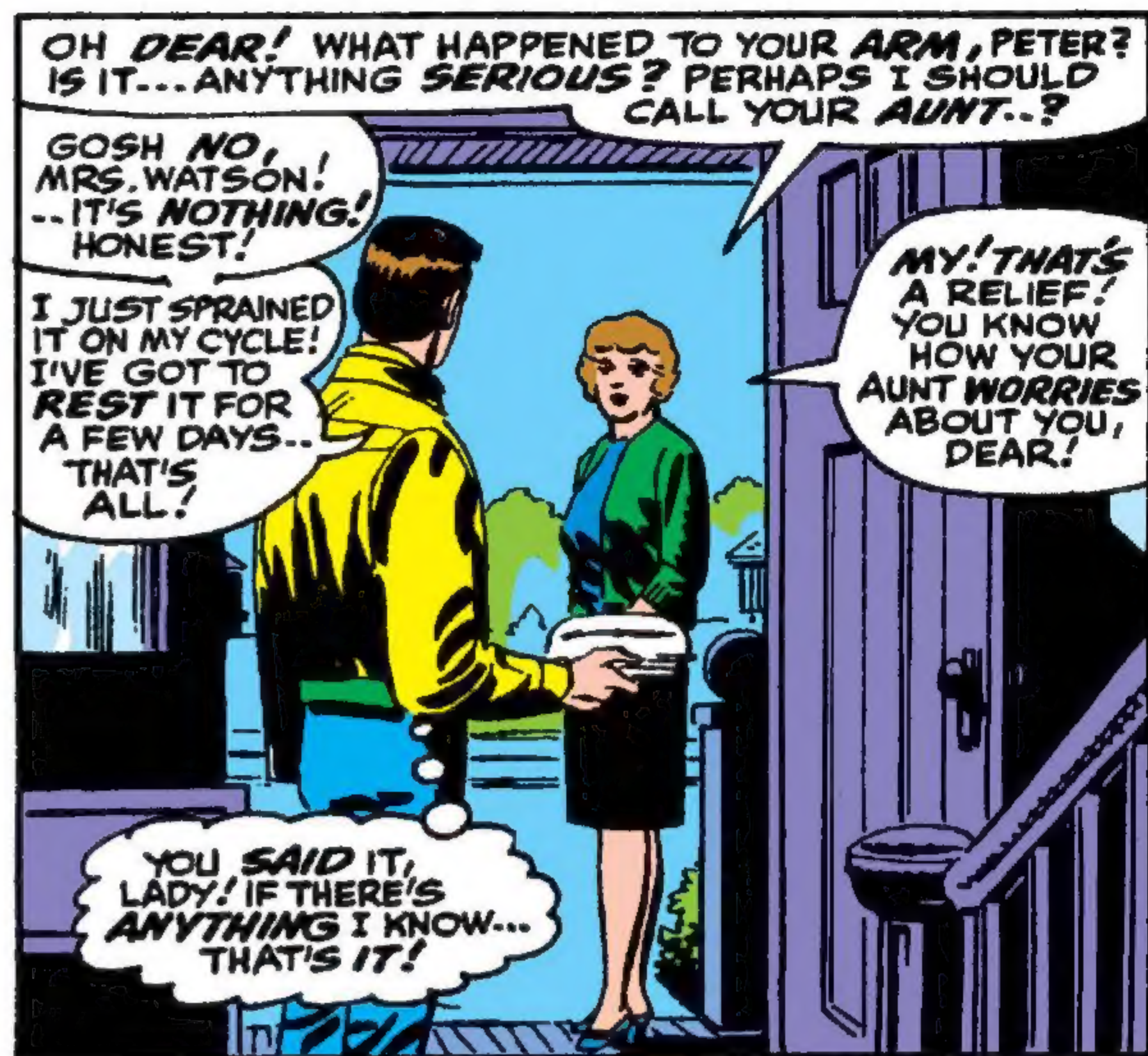
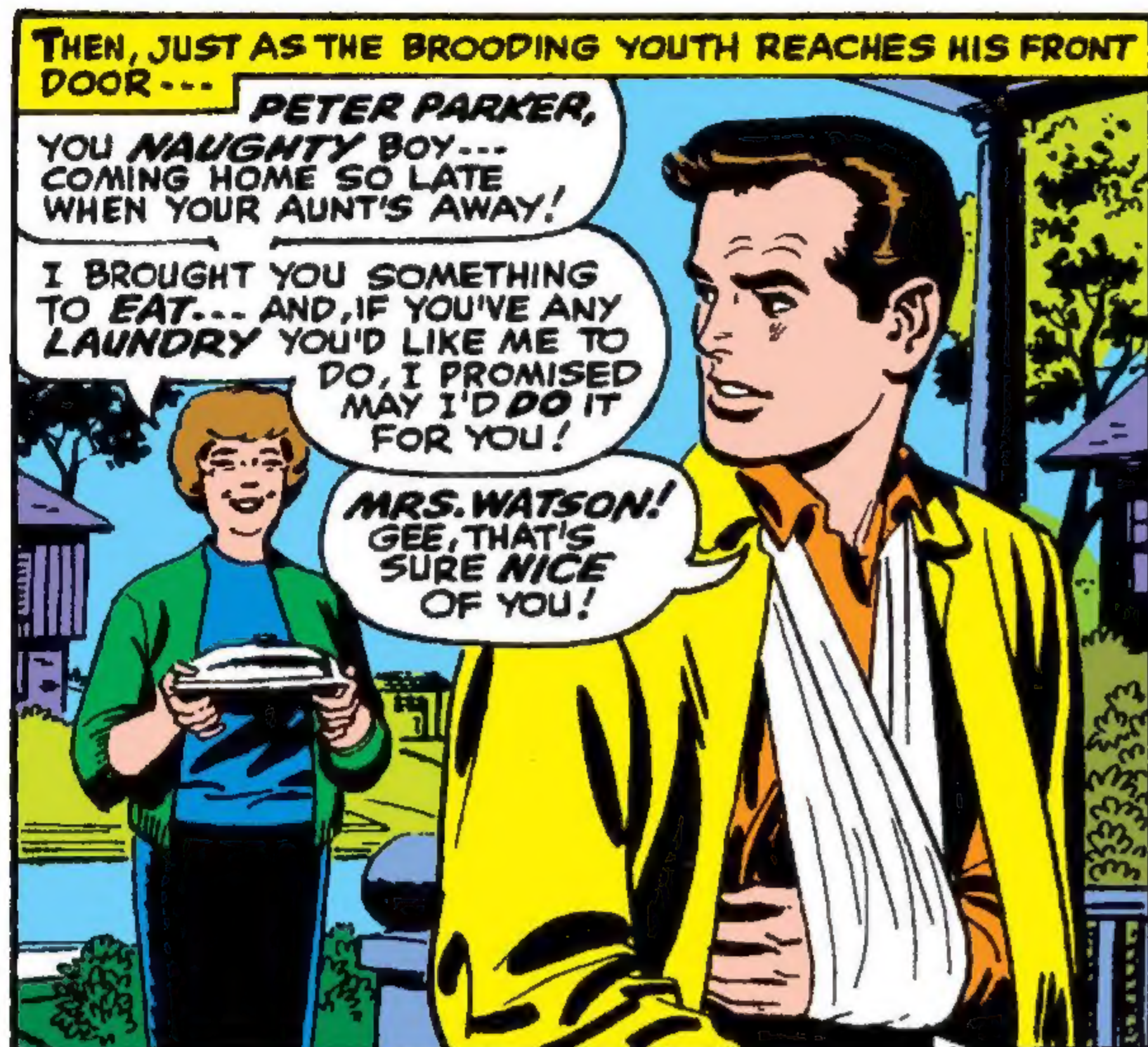
IT'S ALMOST TIME TO MAKE THE NEXT PAYMENT FOR AUNT MAY'S VACATION...AND I DIDN'T GET A SINGLE PICTURE OF THE LIZARD THAT I CAN SELL!

AS FOR THAT LAST BATCH OF PIX I SHOT... I NEVER DID DEVELOP THEM...AND THEY'RE ANCIENT HISTORY BY NOW, ANYWAY!

AND, JUST WAIT'LL AUNT MAY COMES HOME IN A FEW DAYS...AND SEES MY ARM IN A SLING! SHE'LL WORRY HERSELF SICK EVERY TIME I GET ON MY BIKE AGAIN!

ON TOP OF EVERYTHING ELSE, THERE'S MY STUDIES...!

I WAS SUPPOSED TO BE SPENDING THESE PAST DAYS BONING UP ON ALL THE WORK I'VE MISSED! HOW'LL I EVER CATCH UP NOW?



NEXT:

**PETER
PARKER'S
PAD!**